**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Walbert Timothy P
   C/O HORIZON THERAPEUTICS PLC
   CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD
   DUBLIN L2 4

2. Issuer Name and Ticker or Trading Symbol
   Horizon Therapeutics Public Ltd Co [HZNP]

3. Date of Earliest Transaction (Month/Day/Year)
   01/21/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X Officer (give title below)
     Chairman, President and CEO
   X 10% Owner
   X Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>A</td>
<td>20,329</td>
<td>$0.00</td>
<td>923,638</td>
<td>D</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>F</td>
<td>9,006</td>
<td>$38.25</td>
<td>914,632</td>
<td>D</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>A</td>
<td>2,574</td>
<td>$0.00</td>
<td>3,623</td>
<td>I (By spouse)</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>F</td>
<td>891</td>
<td>$38.25</td>
<td>2,732</td>
<td>I (By spouse)</td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Restricted Stock Units (PSUs)</td>
<td></td>
<td>01/21/2020</td>
<td>A(3)</td>
<td>40,666</td>
<td>(1) (1) Ordinary Shares 40,666 $0.00</td>
<td>40,666</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Restricted Stock Units (PSUs)</td>
<td></td>
<td>01/21/2020</td>
<td>A(3)</td>
<td>2,575</td>
<td>(2) (2) Ordinary Shares 2,575 $0.00</td>
<td>2,575</td>
<td>I (By spouse)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. On January 4, 2019, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On January 21, 2020, such performance criteria were met, and the PSUs vested as to the number of shares reported in Table I above. The remaining ordinary shares subject to the PSUs vest on January 21, 2021.

2. On March 1, 2019, the Reporting Person’s spouse was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On January 21, 2020, such performance criteria were met, and the PSUs vested as to the number of shares reported in Table I above. The remaining ordinary shares subject to the PSUs vest on January 21, 2021.

3. Each PSU represents a contingent right to receive one ordinary share of the Issuer.

### Remarks:

/s/ Miles W. McHugh, Attorney-In-Fact
01/23/2020

**Signature of Reporting Person** **Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.