

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 30, 2023

**Horizon Therapeutics Public Limited Company**  
(Exact name of registrant as specified in its charter)

Ireland  
(State or other jurisdiction  
of incorporation)

001-35238  
(Commission  
File No.)

98-1195602  
(IRS Employer  
Identification No.)

70 St. Stephen's Green, Dublin, D02 E2X4, Ireland  
(Address of principal executive offices)

Registrant's telephone number, including area code: 00-353-1-772-2100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value \$0.0001 per share	HZNP	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## EXPLANATORY NOTE

This report is being filed to update and supplement the definitive proxy statement (as may be amended or further supplemented, the “Proxy Statement”) on Schedule 14A filed by Horizon Therapeutics plc (“Horizon”) on January 23, 2023 relating to two special meetings of the shareholders of Horizon. The first, the special Irish High Court-ordered meeting (the “Scheme Meeting”) and the second, the extraordinary general meeting of shareholders (the “EGM”) are scheduled to be held on February 24, 2023. The Scheme Meeting and the EGM are referred to collectively as the “special meetings.” The information contained in this report is incorporated by reference into the Proxy Statement.

### **Item 8.01 Other Events**

#### *Supplemental Disclosures to the Proxy Statement*

On January 30, 2023, Horizon and Amgen Inc. (“Amgen”) each received a request for additional information and documentary materials (the “Second Request”) from the U.S. Federal Trade Commission (the “FTC”) in connection with the FTC’s review of Amgen’s proposed acquisition of Horizon (the “Transaction”).

The effect of the Second Request is to extend the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) until 30 days after Horizon and Amgen have substantially complied with the Second Request, unless that period is extended voluntarily by the parties or terminated sooner by the FTC.

Both parties intend to promptly respond to the Second Request and to continue to work cooperatively with the FTC in its review of the Transaction.

Completion of the Transaction remains subject to the expiration or termination of the waiting period under the HSR Act and the satisfaction or waiver of the other closing conditions specified in the Transaction Agreement, dated December 11, 2022, by and among Amgen, Pillartree Limited, a wholly owned subsidiary of Amgen, and Horizon.

#### *IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT*

In connection with the Transaction, Horizon filed with the SEC the Proxy Statement on January 23, 2023, which includes the Scheme Document. The Proxy Statement was mailed to Horizon shareholders as of the record date of January 19, 2023 established for voting at the Horizon special meetings to approve the Transaction. **BEFORE MAKING ANY VOTING DECISION, HOLDERS OF HORIZON SHARES ARE URGED TO READ THE PROXY STATEMENT (INCLUDING THE SCHEME DOCUMENT) AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION, INCLUDING ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN, CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE SCHEME AND RELATED MATTERS.**

Any vote in respect of the resolutions to be proposed at the Horizon special meetings to approve the Transaction, the Scheme or related matters, or other responses in relation to the Transaction, should be made only on the basis of the information contained in the Proxy Statement (including the Scheme Document) and other relevant documents filed or to be filed with the SEC in connection with the Transaction, including any documents incorporated therein.

The Proxy Statement, as well as Horizon's other public filings with the SEC, may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at Horizon's website at <https://ir.horizontherapeutics.com/financial-information/sec-filings>. Horizon shareholders and investors may also obtain, without charge, a copy of the Proxy Statement (including the Scheme Document) and other relevant documents (when available) by directing a written request to Horizon Therapeutics plc, Attn: Investor Relations, 70 St. Stephen's Green, Dublin 2, D02 E2X4, Ireland, or by contacting Tina Ventura, Investor Relations, via email at [investor-relations@horizontherapeutics.com](mailto:investor-relations@horizontherapeutics.com).

#### *PARTICIPANTS IN THE SOLICITATION*

Horizon and certain of its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from Horizon shareholders in connection with the Transaction and any other matters to be voted on at the Horizon special meetings. Information regarding the persons who may, under the rules of the SEC, be deemed to be participants in the solicitation of Horizon shareholders, including a description of their direct or indirect interests, by security holdings or otherwise, is, or will be, set forth in the Proxy Statement (which contains the Scheme Document) and other relevant materials to be filed with the SEC in connection with the Transaction. Additional information about the directors and executive officers of Horizon, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement. You may obtain free copies of these documents using the sources indicated above.

#### *CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS*

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by words such as "anticipate," "believe," "intend," "estimate," "expect," "see," "continue," "could," "can," "may," "will," "likely," "depend," "should," "would," "plan," "predict," "target," and similar expressions, and may include references to assumptions and relate to Horizon's future prospects, developments and business strategies, and the Transaction. Such forward-looking statements include, but are not limited to, statements relating to the Transaction and Horizon's and Amgen's expectations with respect to the Second Request. Horizon's expectations and beliefs regarding these matters may not materialize. Actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of uncertainties, risks, and changes in circumstances, including but not limited to risks and uncertainties related to: the ability of the parties to consummate the Transaction in a timely manner or at all; the satisfaction (or waiver) of conditions to the consummation of the Transaction, including with respect to required regulatory approvals; potential delays in consummating the Transaction; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Transaction Agreement; and the outcome of any legal proceedings that have or may be instituted against the parties or any of their respective directors or officers related to the Transaction Agreement or the Transaction. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included under the caption "Risk Factors" and elsewhere in Horizon's most recent filings with the SEC, including its Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 and any subsequent reports on Form 10-K, Form 10-Q or Form 8-K filed with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These documents can be accessed on Horizon's website at <https://ir.horizontherapeutics.com/financial-information/sec-filings>. The forward-looking statements set out in this report are made only as of the date hereof. Horizon assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

## *RESPONSIBILITY STATEMENT REQUIRED BY THE IRISH TAKEOVER RULES*

The directors of Horizon accept responsibility for the information contained in this report. To the best of the knowledge and belief of the directors (who have taken all reasonable care to ensure that such is the case), the information contained in this report is in accordance with the facts and does not omit anything likely to affect the import of such information.

## *DEALING DISCLOSURE REQUIREMENTS OF THE IRISH TAKEOVER RULES*

Under the provisions of Rule 8.3(b) of the Irish Takeover Rules, if any person is, or becomes, “interested” (directly or indirectly) in 1% or more of any class of “relevant securities” of Horizon (including by means of an option in respect of, or a derivative referenced to, any such “relevant securities”), that person must publicly disclose all “dealings” in any “relevant securities” of Horizon during the “offer period,” by not later than 3:30 p.m. (E.T.) on the “business day” following the date of the relevant transaction.

If two or more persons co-operate on the basis of any agreement either express or tacit, either oral or written, to acquire an “interest” in “relevant securities” of Horizon, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

A disclosure table, giving details of the companies in whose “relevant securities” and “dealings” should be disclosed can be found on the Irish Takeover Panel’s website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

“Interests” in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an ‘interest’ by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can be found on the Irish Takeover Panel’s website. If you are in any doubt as to whether or not you are required to disclose a “dealing” under Rule 8, please consult the Irish Takeover Panel’s website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

## *ADDITIONAL INFORMATION*

Certain capitalised words used in this report and not herein defined have the meanings given to such words in the Rule 2.7 Announcement dated December 12, 2022 issued by Horizon and Amgen (the “Rule 2.7 Announcement”). The bases and sources set out in the Rule 2.7 Announcement have been used in this report, unless otherwise stated or the context otherwise requires.

The release, publication or distribution of this report in, into, or from, certain jurisdictions other than Ireland may be restricted or affected by the laws of those jurisdictions. Accordingly, copies of this report are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into, or from any such jurisdiction. Therefore, persons who receive this report (including without limitation nominees, trustees and custodians) and are subject to the laws of any jurisdiction other than Ireland who are not resident in Ireland will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.

No statement in this report is intended to constitute a profit forecast or a quantified financial benefit statement for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for Horizon or Amgen. No statement in this report constitutes an asset valuation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 31, 2023

**HORIZON THERAPEUTICS PUBLIC LIMITED COMPANY**

By: /s/ Aaron L. Cox

Aaron L. Cox

Executive Vice President and Chief Financial Officer