

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 27, 2019**

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

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**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-35238**  
(Commission  
File No.)

**Not Applicable**  
(IRS Employer  
Identification No.)

**Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: 011-353-1-772-2100**

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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<br>Symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| <b>Ordinary shares, nominal value \$0.0001 per<br/>share</b> | <b>HZNP</b>          | <b>The Nasdaq Global Select Market</b>       |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 27, 2019, Robert Carey, our Executive Vice President, Chief Business Officer, informed us that he will be retiring effective October 1, 2019. In connection with his retirement, and in exchange for a release of claims in favor of the Company, we agreed to provide severance benefits to Mr. Carey consisting of (i) 15 months salary continuation and continuation of health benefits, (ii) continued eligibility for his annual 2019 cash bonus based on performance against pre-established goals, (iii) an amendment to his existing stock options to extend the exercise period through the term of the options, (iv) continued vesting of his restricted stock units and performance stock units (contingent upon meeting the pre-established performance metrics), and (v) continued vesting and payment of his existing cash long-term incentive plan awards.

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**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: August 30, 2019

**HORIZON THERAPEUTICS PUBLIC LIMITED COMPANY**

By: /s/ Paul W. Hoelscher

Paul W. Hoelscher

Executive Vice President and Chief Financial Officer