SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

DEPOMED, INC.
(Name of Subject Company (Issuer))

Diosail Merger Corporation
(Name of Offeror)
A Wholly-Owned Subsidiary of

Horizon Pharma Public Limited Company
(Name of Offerors)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, no par value
(Title of Class of Securities)

249908104
(CUSIP Number of Class of Securities)

Timothy P. Walbert
Horizon Pharma plc
Connaught House, 1st Floor
1 Burlington Road, Dublin 4, Ireland
011 353 1 772 2100
(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)
CALCULATION OF FILING FEE

<table>
<thead>
<tr>
<th>Transaction Valuation(1)</th>
<th>Amount of Filing Fee(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>$2,273,171,432.49</td>
<td>$263,533.95</td>
</tr>
</tbody>
</table>

(1) Pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, and solely for the purpose of calculating the filing fee, the market value of the securities to be received was calculated as the product of (1) 86,007,243 shares of common stock, no par value, of Depomed, Inc., which we refer to as Depomed, and which common stock we refer to as Depomed common stock (being the sum of (i) 60,311,961 shares of Depomed common stock outstanding as of July 30, 2015 (as reported in Depomed’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015), (ii) 5,977,141 shares of Depomed common stock subject to outstanding awards under Depomed’s 2004 Equity Incentive Plan as of March 20, 2015 (as reported in Depomed’s Proxy Statement on Schedule 14A filed on April 6, 2015), (iii) 2,711,122 shares of Depomed common stock subject to outstanding awards under Depomed’s 2014 Omnibus Incentive Plan as of March 20, 2015 (as reported in Depomed’s Proxy Statement on Schedule 14A filed on April 6, 2015), (iv) 89,758 shares of Depomed common stock subject to outstanding awards granted by Depomed after March 20, 2015 (as reported in Statements of Changes in Beneficial Ownership filed on Form 4), and (v) 19,167,261 shares of Depomed common stock issuable upon the conversion of Depomed’s outstanding convertible notes assuming that all such notes are converted after the completion of the offer on the expiration date but prior to the consummation of the second-step merger, and that Depomed elects to settle such notes using only shares of Depomed common stock (and for purposes of such settlement such shares are valued at $33.00 per share), less 2,250,000 shares of Depomed common stock in which Horizon Pharma, Inc. has an ownership interest, which will not be tendered in the offer and will be cancelled in any merger with Depomed) and (2) the average of the high and low sale prices of Depomed common stock as reported on the NASDAQ Global Select Market on September 4, 2015 ($26.43).

(2) Computed in accordance with Rule 0-11 under the Exchange Act to be $263,533.95, which is equal to (i) 0.0001162 multiplied by the underlying value of the transaction of $2,233,908,319.56 as of the initial filing of the registration statement on Form S-4 to which this transaction relates on September 8, 2015, plus (ii) 0.0001007 multiplied by the additional underlying value of the transaction of $39,263,112.93 as of the filing of amendment no. 2 to the registration statement on Form S-4 to which this transaction relates on October 15, 2015.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $263,533.95
Filing Party: Horizon Pharma Public Limited Company
Form of Registration No. Form S-4/A
Date Filed: October 15, 2015

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

- [x] third-party tender offer subject to Rule 14d-1.
- [ ] issuer tender offer subject to Rule 13e-4.
- [ ] going-private transaction subject to Rule 13e-3.
- [ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [ ]
This Amendment No. 5 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities Exchange Commission on September 8, 2015 (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”) by Horizon Pharma Public Limited Company, a public limited company formed under the laws of Ireland (“Horizon”), and Diosail Merger Corporation, a California corporation and a wholly owned subsidiary of Horizon (“Purchaser”). The Schedule TO relates to the offer by Horizon, through Purchaser, to exchange each issued and outstanding share of common stock, no par value (including the associated rights to purchase preferred stock, the “Depomed common stock”), of Depomed, Inc., a California corporation (“Depomed”), that is validly tendered and not properly withdrawn prior to the expiration date, for 0.95 ordinary shares of Horizon, nominal value $0.0001 per share (including any cash paid in lieu of a fractional Horizon ordinary share), subject to the procedures described in (1) the Offer to Exchange, dated October 15, 2015 (the “Offer to Exchange”), and (2) the related Letter of Transmittal (the offer reflected by such terms and conditions, as they may be amended, supplemented or extended from time to time, constitutes the “Offer”).

On October 15, 2015, Horizon filed Amendment No. 2 to its Registration Statement on Form S-4 (the “Registration Statement”), of which the Offer to Exchange forms a part. The terms and conditions of the Offer are set forth in the Offer to Exchange and the related Letter of Election and Transmittal, which are set forth as Exhibits (a)(4)(A) and (a)(1)(A) to the Schedule TO.

All information contained in the Offer to Exchange and the Letter of Election and Transmittal, and any prospectus supplement or other supplement thereto related to the Offer, is hereby expressly incorporated herein by reference in response to all items in the Schedule TO, and as more precisely set forth below.

All capitalized terms used in this Amendment No. 5 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

**Items 1 through 11.**

Items 1 through 11 of the Schedule TO are hereby amended and supplemented as set forth in the Offer to Exchange, which is filed as Exhibit (a)(4)(A) hereto.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

<table>
<thead>
<tr>
<th>EXHIBIT NO.</th>
<th>DOCUMENT</th>
</tr>
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<tbody>
<tr>
<td>(a)(4)(A)</td>
<td>Offer to Exchange, dated October 15, 2015.**</td>
</tr>
</tbody>
</table>
After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Diosail Merger Corporation

By: /s/ Timothy P. Walbert
Name: Timothy P. Walbert
Title: Chairman, President and Chief Executive Officer

Horizon Pharma plc

By: /s/ Timothy P. Walbert
Name: Timothy P. Walbert
Title: Chairman, President and Chief Executive Officer

Date: October 15, 2015
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<tr>
<td>(a)(1)(A)</td>
<td>Form of Letter of Transmittal.*</td>
</tr>
<tr>
<td>(a)(1)(B)</td>
<td>Form of Notice of Guaranteed Delivery.*</td>
</tr>
<tr>
<td>(a)(1)(C)</td>
<td>Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*</td>
</tr>
<tr>
<td>(a)(1)(D)</td>
<td>Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*</td>
</tr>
<tr>
<td>(a)(4)(A)</td>
<td>Offer to Exchange, dated October 15, 2015.**</td>
</tr>
<tr>
<td>(a)(5)(A)</td>
<td>Press Release, dated September 8, 2015.***</td>
</tr>
<tr>
<td>(a)(5)(B)</td>
<td>Letter to Depomed, Inc. Shareholders, dated September 10, 2015.***</td>
</tr>
<tr>
<td>(a)(5)(C)</td>
<td>Investor presentation first used by Horizon Pharma Public Limited Company on September 17, 2015, as amended.***</td>
</tr>
<tr>
<td>(a)(5)(D)</td>
<td>Amended slide in investor presentation first used by Horizon Pharma Public Limited Company on October 13, 2015.***</td>
</tr>
<tr>
<td>(b)</td>
<td>Not applicable.</td>
</tr>
<tr>
<td>(d)</td>
<td>Not applicable.</td>
</tr>
<tr>
<td>(g)</td>
<td>Not applicable.</td>
</tr>
<tr>
<td>(h)</td>
<td>Opinion of Cooley LLP regarding certain tax matters.****</td>
</tr>
</tbody>
</table>

* Incorporated by reference to the Horizon Registration Statement on Form S-4 filed on September 8, 2015.
** Incorporated by reference to Amendment No. 2 to the Horizon Registration Statement on Form S-4 filed on October 15, 2015.
*** Previously filed.
**** To be filed by amendment.
Horizon Pharma plc Files Definitive Proxy Statement for Extraordinary General Meeting of Horizon Pharma Shareholders

Principal Purpose of the Meeting is To Take Actions Relating to Horizon Pharma’s Proposed Acquisition of Depomed, Inc.

DUBLIN, IRELAND – October 15, 2015 – Horizon Pharma plc (NASDAQ: HZNP) (“Horizon Pharma”), a biopharmaceutical company focused on improving patients’ lives by identifying, developing, acquiring and commercializing differentiated and accessible medicines that address unmet medical needs, today announced that it has filed a definitive proxy statement on Schedule 14A with the Securities and Exchange Commission (“SEC”) in connection with the extraordinary general meeting of Horizon Pharma shareholders (the “Meeting”). The principal purpose of the Meeting is to approve the issuance of Horizon ordinary shares in connection with Horizon Pharma’s proposed acquisition of Depomed, Inc.

The Extraordinary General Meeting of Horizon Pharma shareholders is currently scheduled for 4:00 p.m., local time, on Friday, November 13, 2015 at Horizon Pharma’s corporate headquarters – Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland.

At the Meeting, Horizon Pharma shareholders will also be asked to approve an increase in the authorized share capital of Horizon Pharma and related proposals to give the Horizon Pharma board an updated authority under Irish law to allot and issue Horizon Pharma ordinary shares and an updated power under Irish law to issue Horizon Pharma ordinary shares for cash without first offering those shares to existing shareholders. Approval by shareholders of these additional share capital proposals, as described in the proxy statement, is not required to complete an acquisition of Depomed, Inc. (including on a negotiated basis). Shareholders will also be asked to approve any motion to adjourn the Meeting, or any adjournments thereof, to another time and place if necessary or appropriate.

In connection with the offer and the second-step merger with Depomed, Inc. that Horizon Pharma has currently proposed, Horizon Pharma has also filed with the SEC, amendment 2 to its registration statement on Form S-4, as previously amended on September 25, 2015.

About Horizon Pharma plc

Horizon Pharma plc is a biopharmaceutical company focused on improving patients’ lives by identifying, developing, acquiring and commercializing differentiated and accessible medicines that address unmet medical needs. The Company markets seven medicines through its orphan, primary care and specialty business units. Horizon Pharma’s global headquarters are in Dublin, Ireland. For more information, please visit www.horizonpharma.com. Follow @HZNPplc on Twitter or view careers on our LinkedIn page.

Forward-Looking Statements

This press release contains forward-looking statements, including, but not limited to, statements related to Horizon Pharma’s offer to exchange its ordinary shares for all issued and outstanding shares of Depomed’s stock and anticipated timing of related events, and other statements that are not historical facts.

These forward-looking statements are based on Horizon Pharma’s current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially

Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland
from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks that the conditions to the exchange offer will not be satisfied, Horizon Pharma will ultimately not pursue a transaction with Depomed or Depomed will reject engaging in any transaction with Horizon Pharma; if the conditions of the exchange offer are satisfied and/or a transaction is negotiated between Horizon Pharma and Depomed, risks related to Horizon Pharma’s ability to complete the acquisition on the proposed terms; the possibility that competing offers will be made; and those risks detailed from time-to-time under the caption “Risk Factors” and elsewhere in Horizon Pharma’s and Depomed’s respective filings and reports with the SEC. Horizon Pharma undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, except as required by applicable law or regulation.

Additional Information

This press release relates to the solicitation of proxies for a Meeting of shareholders of Horizon Pharma to be held on November 13, 2015 and the definitive proxy statement for the Meeting filed on October 15, 2015 (“Meeting Proxy Statement”). This press release does not constitute an offer to buy or solicitation of any offer to sell or vote securities and is for informational purposes only. It relates to the offer commenced by Horizon Pharma to exchange each issued and outstanding share of Depomed common stock for 0.95 Horizon Pharma ordinary shares. The offer will be made only through the Tender Offer Statement on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form S-4 (File No. 333-206798) (including the Letter of Transmittal and related documents and as amended from time to time, the “Exchange Offer Documents”) that Horizon Pharma has filed with the SEC. Subject to further developments, Horizon Pharma may file one or more further supplements to the Meeting Proxy Statement, one or more amendments and supplements to the Meeting Proxy Statement and additional solicitation statements and/or proxy statements or other documents with the SEC in connection with the Meeting, and Horizon Pharma (and, if a negotiated transaction is agreed upon, Depomed) may file additional Exchange Offer Documents and/or registration statements and one or more prospectuses, proxy statements, or other documents with the SEC in connection with the offer or any other proposed transaction involving Horizon Pharma and Depomed. This press release is not a substitute for any solicitation statement, proxy statement or other document filed with the SEC in connection with the Meeting or any registration statement, prospectus, proxy statement, Exchange Offer Document or other documents Horizon Pharma and/or Depomed may file with the SEC in connection with the offer or any other proposed transaction involving Horizon Pharma and Depomed.

Investors and security holders may obtain free copies of the Meeting Proxy Statement, the Exchange Offer Documents and any other related documents (when they are available) filed with the SEC at the SEC’s web site at www.sec.gov or by directing a request to Horizon Pharma’s Investor Relations department at Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland
Certain Information Regarding Participants

Horizon Pharma and its respective directors, executive officers and certain other employees may be deemed participants in the solicitations of proxies in connection with the Meeting of Horizon Pharma shareholders and to vote in favor of the principal proposals described in the Meeting Proxy Statement (as defined below). You can find information about Horizon Pharma’s directors, executive officers and such certain other employees as described in the Meeting Proxy Statement, in Horizon Pharma’s Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 27, 2015, Horizon Pharma’s definitive proxy statement filed with the SEC on May 6, 2015, Horizon Pharma’s Current Report on Form 8-K/A filed with the SEC on July 27, 2015, the Meeting Proxy Statement and in such other solicitation statements, proxy statements or other documents that may be filed with the SEC in connection with the Meeting. These documents are available free of charge at the SEC’s web site at www.sec.gov and from Investor Relations at Horizon Pharma as described above. Additional information regarding the interests of such potential participants is included in the Meeting Proxy Statement and will be included in one or more registration statements, proxy statements or other documents filed with the SEC if and when they become available.

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