**STREET ADDRESS**

C/O HORIZON THERAPEUTICS PLC
CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD
DUBLIN L2 4

**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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>02/01/2020</td>
<td>M</td>
<td>9,086</td>
<td>A</td>
<td>$0.00</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>02/01/2020</td>
<td>F</td>
<td>2,668</td>
<td>D</td>
<td>$34.49</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units (RSUs)</td>
<td>02/01/2020</td>
<td>M</td>
<td>9,086</td>
<td>(2)</td>
<td>Ordinary Shares 9,086</td>
<td>(2)</td>
<td></td>
<td>$0.00</td>
<td>18,174</td>
<td>By spouse</td>
<td>By spouse</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. **Each RSU** represents a contingent right to receive one ordinary share of the issuer.
2. The RSUs vest 1/3 annually on each anniversary of February 1, 2019 (the grant date).

**Remarks:**

/s/ Miles W. McHugh, 02/04/2020
Attorney-in-Fact
**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.

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