**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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1. **Name and Address of Reporting Person**
   - GREY MICHAEL G
     - 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)**
   - 06/25/2020

4. **Transaction(s) Reported**
   - Ordinary Shares
     - 06/25/2020
       - M
       - 1,755
       - A
       - $3.95
       - 1,755
       - D
     - Ordinary Shares
       - 06/25/2020
         - 9(1)
         - 1,755
         - D
         - $55
         - 0
         - D
     - Ordinary Shares
       - 62,290
       - I
       - By Trust

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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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>06/25/2020</td>
<td>M</td>
<td>1,755 A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>$3.95 1,755 D</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>2A. 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>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$3.95</td>
<td>06/25/2020</td>
<td>M</td>
<td>1,755</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(2)</td>
<td>06/07/2022</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Ordinary Shares</td>
<td>1,755</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3,510</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2020.
2. The option is fully vested and exercisable.

**Remarks:**

- /s/ Miles W. McHugh, Attorney-in-Fact
  06/26/2020

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.