

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person * <u>Walbert Timothy P</u> _____ (Last) (First) (Middle) C/O HORIZON THERAPEUTICS PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD _____ (Street) DUBLIN L2 4 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Horizon Therapeutics Public Ltd Co [ HZNP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/19/2020		A <sup>(1)</sup>		48,432	A	\$0.00	963,064	D	
Ordinary Shares	02/19/2020		F		21,457	D	\$36.06	941,607	D	
Ordinary Shares	02/21/2020		S <sup>(2)</sup>		93,864	D	\$35.23	847,743	D	
Ordinary Shares								9,150	I	By spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units (PSUs)	(3)	02/19/2020		A <sup>(1)</sup>		96,864		(1)	(1)	Ordinary Shares	96,864	\$0.00	96,864	D	

**Explanation of Responses:**

- On January 5, 2019, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On February 19, 2020, such performance criteria were met, and the PSUs vested as to the number of shares reported in Table I above. The remaining ordinary shares subject to the PSUs vest in equal annual installments on January 5, 2021 and January 5, 2022.
- The sales reported in this Form 4 were effected pursuant to a Rule10b5-1 trading plan adopted by the reporting person on May 23, 2019.
- Each PSU represents a contingent right to receive one ordinary share of the Issuer.

**Remarks:**

/s/ Miles W. McHugh, 02/21/2020  
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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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