**Form 4**

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

**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**
   
   Hoelscher Paul W.
   
   (Last) (First) (Middle)
   
   C/O HORIZON THERAPEUTICS PLC
   
   CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD
   
   DUBLIN L2 4
   
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2. **Issuer Name and Ticker or Trading Symbol**
   
   Horizon Therapeutics Public Ltd Co [ HZNP ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   01/03/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   01/05/2020

5. **Relationship of Reporting Person(s) to Issuer**
   
   X Director
   
   Other (specify below)
   
   EVP, CFO

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>01/05/2020</td>
<td>M</td>
<td>83,678</td>
<td>A</td>
<td>222,988</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/05/2020</td>
<td>A(2)</td>
<td>72,376</td>
<td>A</td>
<td>295,364</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/05/2020</td>
<td>F</td>
<td>69,321</td>
<td>D</td>
<td>226,043</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. 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, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/03/2020</td>
<td>A</td>
<td>43,541</td>
<td>(3) (3)</td>
<td>Ordinary Shares</td>
<td>43,541</td>
<td>$0.00</td>
<td>43,541</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/05/2020</td>
<td>M</td>
<td>17,982</td>
<td>(4) (4)</td>
<td>Ordinary Shares</td>
<td>17,982</td>
<td>$0.00</td>
<td>35,966</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/05/2020</td>
<td>M</td>
<td>65,696</td>
<td>(5) (5)</td>
<td>Ordinary Shares</td>
<td>65,696</td>
<td>$0.00</td>
<td>65,696</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each RSU represents a contingent right to receive one ordinary share of the Issuer.
2. On January 5, 2018, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On January 5, 2020, the PSUs vested as to the number of shares reported above.
3. The PSU’s vest 1/3rd annually on each anniversary of January 5, 2020.
4. The PSU’s vest 1/3rd annually on each anniversary of January 5, 2019.
5. The PSU’s vest 1/3rd annually on each anniversary of January 5, 2018.

**Remarks:**

/s/ Miles W. McHugh, 01/07/2020
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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