

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>Hoelscher Paul W.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2019	
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	08/21/2019		S ⁽¹⁾		56,702	D	\$28	145,294 ⁽²⁾	D	
Ordinary Shares	08/21/2019		S ⁽¹⁾		14,201	D	\$28.01	131,093	D	
Ordinary Shares	08/22/2019		M		25,060	A	\$15.96	156,153	D	
Ordinary Shares	08/22/2019		M		4,516	A	\$22.14	160,669	D	

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		Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$15.96	08/22/2019		M		25,060	(3)	06/26/2024	Ordinary Shares	25,060	\$0.00	64,940	D	
Stock Option (Right to Buy)	\$22.14	08/22/2019		M		4,516	(4)	03/22/2025	Ordinary Shares	4,516	\$0.00	271,484	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2019.
- Includes 2,370 ordinary shares of the Issuer acquired by the reporting person on May 31, 2019 pursuant to an employee stock purchase program.
- 25% of the shares subject to the option vested and became exercisable on the first anniversary of June 27, 2014 (the date of grant), and the remaining shares vested in 36 equal monthly installments thereafter.
- 25% of the shares subject to the option vested and became exercisable on the first anniversary of March 23, 2015 (the date of grant), and the remaining shares vested in 36 equal monthly installments thereafter.

Remarks:

/s/ Miles W. McHugh,
Attorney-in-Fact

08/23/2019

** 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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