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

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

Raptor Pharmaceutical Corp.
(Name of Subject Company)

Misneach Corporation
(Name of Offeror)
An Indirect Wholly-Owned Subsidiary of

Horizon Pharma Public Limited Company
(Name of Offerors)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value $0.001 per share
>Title of Class of Securities

75382F106
(CUSIP Number of Class of Securities)

Timothy P. Walbert
Chairman, President and Chief Executive Officer
Horizon Pharma plc
Connaught House, 1st Floor
1 Burlington Road
Dublin 4, D04 C5Y6, Ireland
011-353-1-772-2100

Copies to:
Barbara Borden
Kay Chandler
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000
### CALCULATION OF FILING FEE

<table>
<thead>
<tr>
<th>Transaction Valuation*</th>
<th>Amount of Filing Fee**</th>
</tr>
</thead>
<tbody>
<tr>
<td>$833,256,991.80</td>
<td>$83,908.98</td>
</tr>
</tbody>
</table>

*The transaction valuation was calculated by adding (i) 85,734,327 outstanding shares of common stock of Raptor Pharmaceutical Corp. ("Raptor"), par value $0.001 per share (the “Shares”), multiplied by the offer price of $9.00 per Share, (ii) 5,641,676 Shares issuable pursuant to outstanding options with an exercise price less than the offer price of $9.00 per Share, multiplied by $4.05, which is the offer price of $9.00 per Share minus the weighted average exercise price for such options of $4.95 per Share, (iii) 786,654 Shares subject to issuance pursuant to outstanding restricted stock unit awards to acquire Shares, multiplied by the offer price of $9.00 per Share, (iv) 95,804 Shares estimated to be issuable under the employee stock purchase plan, multiplied by the offer price of $9.00 per Share, and (v) 3,428,571 Shares issuable upon the conversion of convertible notes, multiplied by the offer price of $9.00 per Share. The calculation of the filing fee is based on information provided by Raptor as of September 21, 2016.

**The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2016, issued August 27, 2015 by multiplying the transaction value by .0001007.

☑ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $83,908.98  
Filing Party: Horizon Pharma Public Limited Company and Misneach Corporation

Form or Registration No.: Schedule TO  
Date Filed: September 26, 2016

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☑ third-party tender offer subject to Rule 14d-1.  
☐ issuer tender offer subject to Rule 13e-4.  
☐ going-private transaction subject to Rule 13e-3.  
☐ amendment to Schedule 13D under Rule 13d-2.

☑ Check the following box if the filing is a final amendment reporting the results of the tender offer.
This Amendment No. 5 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”), filed with the Securities and Exchange Commission on September 26, 2016 by Misneach Corporation, a Delaware corporation (“Purchaser”) and an indirect wholly owned subsidiary of Horizon Pharma plc, a public limited company organized under the laws of Ireland (“Parent”). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, par value $0.001 per share (the “Shares”), of Raptor Pharmaceutical Corp., a Delaware corporation (“Raptor”), at a price of $9.00 per Share, net to the holder thereof, in cash, without interest thereon (less any required withholding taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 26, 2016 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), and the related letter of transmittal (as it may be amended or supplemented from time to time, the “Letter of Transmittal” and together with the Offer to Purchase, the “Offer”), copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

The information in the Offer to Purchase and the Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Amendments to the Offer to Purchase

*Items 1 through 9; Item 11.*

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

“At midnight, New York time, at the end of the day on October 24, 2016, the Offer expired as scheduled and was not extended. Purchaser was advised by the Depositary that, as of the Expiration Time, a total of 71,590,496 Shares (excluding shares tendered pursuant to guaranteed delivery procedures that have not yet been “received,” as defined by Section 251(h)(6) of the DGCL) were validly tendered into and not validly withdrawn from the Offer prior to the Expiration Time, representing approximately 83% of the Shares outstanding as of the Expiration Time. In addition, the Depositary advised that Notices of Guaranteed Delivery have been delivered with respect to 3,014,509 additional Shares, representing approximately 3.5% of the outstanding Shares as of the Expiration Time.

The number of Shares tendered pursuant to the Offer satisfied the Minimum Condition. All conditions to the Offer having been satisfied, Purchaser irrevocably accepted for payment and will promptly pay for all Shares validly tendered into and not validly withdrawn from the Offer prior to the Expiration Time in accordance with the terms of the Offer.

Promptly following the consummation of the Offer, Parent and Purchaser completed the acquisition of Raptor through the Merger without a meeting of stockholders of Raptor in accordance with Section 251(h) of the DGCL. At the Effective Time, each Share then issued and outstanding (other than Shares that were held by any stockholders who properly demanded appraisal in connection with the Merger as described in Section 16 — “Certain Legal Matters; Regulatory Approvals — Appraisal Rights” of the Offer to Purchase) was converted into the right to receive the Offer Price, in cash and without interest thereon and less any applicable withholding taxes, except for Shares held by Raptor, Parent or Purchaser, which Shares were cancelled and retired and cease to exist, and no consideration was delivered in exchange therefor.

Following the consummation of the Merger, the Shares will be delisted and will cease to trade on NASDAQ.

On October 25, 2016, Parent issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached as Exhibit (a)(5)(ii) to the Schedule TO and is incorporated herein by reference.”
### Item 12. Exhibits.

Items 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
</table>
SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 25, 2016

Misneach Corporation

By: /s/ Timothy P. Walbert
Name: Timothy P. Walbert
Title: President and Chief Executive Officer

Horizon Pharma plc

By: /s/ Timothy P. Walbert
Name: Timothy P. Walbert
Title: Chairman, President and Chief Executive Officer
**Item 12. Exhibits.**

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a)(1)(i)</td>
<td>Offer to Purchase, dated as of September 26, 2016*</td>
</tr>
<tr>
<td>(a)(1)(ii)</td>
<td>Form of Letter of Transmittal (including Internal Revenue Service Form W-9)*</td>
</tr>
<tr>
<td>(a)(1)(iii)</td>
<td>Form of Notice of Guaranteed Delivery*</td>
</tr>
<tr>
<td>(a)(1)(iv)</td>
<td>Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*</td>
</tr>
<tr>
<td>(a)(1)(v)</td>
<td>Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*</td>
</tr>
<tr>
<td>(a)(1)(vi)</td>
<td>Summary Advertisement, as published in <em>The New York Times</em> on September 26, 2016*</td>
</tr>
<tr>
<td>(a)(5)(i)</td>
<td>Joint Press Release issued by Parent and Raptor, dated September 12, 2016 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 12, 2016)*</td>
</tr>
<tr>
<td>(c)</td>
<td>Not applicable</td>
</tr>
<tr>
<td>(d)(1)</td>
<td>Agreement and Plan of Merger, dated as of September 12, 2016, by and among Parent, Purchaser and Raptor (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 12, 2016)*</td>
</tr>
<tr>
<td>(d)(2)</td>
<td>Form of Tender and Support Agreement, dated as of September 12, 2016, by and among Parent, Purchaser and certain stockholders of Raptor (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 12, 2016)*</td>
</tr>
<tr>
<td>(d)(3)</td>
<td>Confidentiality Agreement, dated as of June 6, 2016, by and between Parent and Raptor*</td>
</tr>
<tr>
<td>(e)</td>
<td>Not applicable</td>
</tr>
<tr>
<td>(f)</td>
<td>Not applicable</td>
</tr>
<tr>
<td>(g)</td>
<td>Not applicable</td>
</tr>
<tr>
<td>(h)</td>
<td>Not applicable</td>
</tr>
</tbody>
</table>

* Previously filed.
Horizon Pharma plc Completes Acquisition of Raptor Pharmaceutical Corp.

- Adds Two Rare Disease Medicines and Further Diversifies Company Revenue -

- Raises Full-Year 2016 Net Sales Guidance and Confirms Full-Year 2016 Adjusted EBITDA Guidance -

DUBLIN, IRELAND – October 25, 2016 – Horizon Pharma plc (NASDAQ: HZNP) a biopharmaceutical company focused on improving patients’ lives by identifying, developing, acquiring and commercializing differentiated and accessible medicines that address unmet medical needs, today announced that it has completed the acquisition of Raptor Pharmaceutical Corp. (NASDAQ: RPTP).

“The acquisition of Raptor directly aligns with our long-term strategy and evolution into a rare disease focused company, where now more than half of our medicines are used to treat patients with rare diseases,” said Timothy P. Walbert, chairman, president and chief executive officer, Horizon Pharma plc. “The added infrastructure in Europe and other key international markets will further benefit the access to both our current and newly acquired medicines as well as position us for the potential introduction of ACTIMMUNE® for Friedreich’s ataxia in Europe in future years if the results of the Phase 3 trial are positive.”

Strategic rationale

• Strengthens Horizon Pharma’s focus on rare diseases and provides expansion into Europe and other international markets.

• Adds PROCYSBI® (cysteamine bitartrate) delayed-release capsules and QUINSAIR™ (aerosolized form of levofloxacin) global rights, with PROCYSBI having strong patent protection through 2034.

• Diversifies revenue with 11 medicines across three business units: orphan, rheumatology and primary care.

Financial impact

• Including the expected impact of the Raptor acquisition for the remainder of 2016, Horizon Pharma is raising its full-year 2016 net sales guidance on a GAAP basis, including the previously announced $65 million settlement with Express Scripts as a one-time reduction, to approximately $980 to $985 million. Horizon Pharma is raising its net sales guidance on a non-GAAP adjusted basis to approximately $1.045 to $1.050 billion excluding the $65 million settlement. The exclusion of the $65 million settlement from GAAP net sales guidance is the only adjustment reflected in Horizon Pharma’s full-year 2016 non-GAAP adjusted net sales guidance. Net sales from Raptor medicines for the last two months of 2016 are expected to add between $20 and $25 million to Horizon Pharma total net sales.

• Including the expected impact of the Raptor acquisition for the remainder of 2016, Horizon Pharma is confirming its full-year 2016 adjusted EBITDA guidance of approximately $450 to $460 million.

• As previously announced, Horizon Pharma expects the acquisition of Raptor to be accretive to adjusted EBITDA in 2017. Horizon Pharma will provide guidance for 2017 net sales and adjusted EBITDA in the first quarter of 2017.

Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland
Transaction details

The depositary for the tender offer has advised Horizon Pharma and Raptor that, as of the expiration of the tender offer at midnight, New York time, at the end of the day on October 24, 2016, a total of 71,590,496 shares of Raptor common stock were validly tendered and not validly withdrawn, representing approximately 83% of Raptor’s outstanding shares. In addition, the depositary advised that Notices of Guaranteed Delivery have been delivered with respect to 3,014,509 additional shares, representing approximately 3.5% of Raptor’s outstanding shares. All of the conditions to the offer have been satisfied and on October 25, 2016, Horizon Pharma and Misneach Corporation accepted for payment and will promptly pay for all shares validly tendered and not validly withdrawn prior to the expiration of the tender offer.

Following its acceptance of the tendered shares, Horizon Pharma completed its acquisition of Raptor through the merger of Misneach Corporation with and into Raptor without a vote of Raptor’s stockholders pursuant to Section 251(h) of the Delaware General Corporation Law. As a result of the merger, Raptor became an indirect wholly owned subsidiary of Horizon Pharma. In connection with the merger, all Raptor shares not validly tendered into the tender offer (other than shares owned by Raptor, Horizon Pharma, Misneach Corporation or any of their respective direct or indirect wholly owned subsidiaries and shares held by any person who was entitled to and has properly demanded statutory appraisal of his, her or its shares) have been canceled and converted into the right to receive the same $9.00 per share in cash, without interest (less any required withholding taxes) as will be paid for all shares that were validly tendered and not validly withdrawn in the tender offer. Raptor common stock will cease to be traded on the NASDAQ Global Select Market.

About Horizon Pharma plc

Horizon Pharma plc is a biopharmaceutical company focused on improving patients’ lives by identifying, developing, acquiring and commercializing differentiated and accessible medicines that address unmet medical needs. Horizon Pharma markets 11 medicines through its orphan, rheumatology and primary care business units. For more information, please visit [www.horizonpharma.com](http://www.horizonpharma.com). Follow @HZNPplc on Twitter or view careers on our [LinkedIn](https://www.linkedin.com) page.

Note Regarding Use of Non-GAAP Financial Measures

EBITDA, or earnings before interest, taxes, depreciation and amortization, adjusted EBITDA and non-GAAP adjusted net sales are used and provided by Horizon Pharma as non-GAAP financial measures. Adjusted EBITDA and non-GAAP adjusted net sales are intended to provide additional information on Horizon Pharma’s performance, operations, profitability and cash flows. Adjustments to Horizon Pharma’s GAAP figures as well as EBITDA exclude acquisition-related expenses, an upfront fee for a license of a patent and settlement amounts in relation to prior litigation, as well as non-cash items such as share-based compensation, depreciation and amortization, royalty accretion, non-cash interest expense and other non-cash adjustments. Certain other special items or substantive events may also be included in the non-GAAP adjustments periodically when their magnitude is significant within the periods incurred. Horizon Pharma maintains an established non-GAAP cost policy that guides the determination of what costs will be excluded in non-GAAP measures. Horizon Pharma believes that these non-GAAP financial measures, when considered together with the GAAP figures, can enhance an overall understanding of Horizon Pharma’s financial and operating performance. The non-GAAP financial measures are included with the intent of providing investors with a more complete understanding of Horizon Pharma’s expected 2016 financial results and trends and to facilitate

Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland
comparisons between periods and with respect to projected information. In addition, these non-GAAP financial measures are among the indicators Horizon Pharma’s management uses for planning and forecasting purposes and measuring Horizon Pharma’s performance. For example, adjusted EBITDA is used by Horizon Pharma as one measure of management performance under certain incentive compensation arrangements. These non-GAAP financial measures should be considered in addition to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. The non-GAAP financial measures used by Horizon Pharma may be calculated differently from, and therefore may not be comparable to, non-GAAP financial measures used by other companies. Horizon Pharma has not provided reconciliations of its full-year 2016 adjusted EBITDA outlook to an expected net income (loss) outlook because certain items, such as acquisition-related expenses and share-based compensation, that are a component of net income (loss) and impact GAAP income taxes expenses, cannot be reasonably estimated at this time or projected due to the significant impact of changes in Horizon Pharma’s share price and forecasted full-year income by country, the variability associated with the size or timing of acquisitions and other factors. These components of net income (loss) could significantly impact Horizon Pharma’s actual net income (loss).

**Forward-Looking Statements**

This press release contains forward-looking statements, including, but not limited to, statements related to the expected benefits of the Raptor acquisition, Horizon Pharma’s strategy, plans, objectives, expectations (financial or otherwise) and intentions, future financial results and growth potential, including Horizon Pharma’s expected full-year 2016 net sales, non-GAAP adjusted net sales and adjusted EBITDA, expected patent terms, development programs and other statements that are not historical facts. These forward-looking statements are based on Horizon Pharma’s current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks associated with the Raptor acquisition, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the transaction will not occur; risks related to future opportunities and plans for Raptor and its medicines and infrastructure, including uncertainty of the expected financial performance of Raptor’s medicines and whether and when the Raptor acquisition will be accretive to Horizon Pharma’s adjusted EBITDA; disruption from the Raptor acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the Raptor acquisition and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies and the possibility that if the Raptor acquisition does not result in the expected benefits as rapidly or to the extent anticipated by financial analysts or investors, the market price of Horizon Pharma’s ordinary shares could decline, risks associated with clinical development and regulatory approval of ACTIMMUNE as a potential treatment for Friedreich’s ataxia, as well as other risks related to Horizon Pharma’s business detailed from time-to-time under the caption “Risk Factors” and elsewhere in Horizon Pharma’s SEC filings and reports, including in its Annual Report on Form 10-K for the year ended December 31, 2015, its Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 and its Current Report on Form 8-K filed with the SEC on October 13, 2016. Horizon Pharma undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in its expectations.

*Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland*
Contacts:
Investors:
John Thomas
Executive Vice President, Strategy and Investor Relations
Investor-relations@horizonpharma.com
Tina Ventura
Vice President, Investor Relations
investor-relations@horizonpharma.com

U.S. Media:
Geoff Curtis
Senior Vice President, Corporate Communications
media@horizonpharma.com

Ireland Media:
Ray Gordon
Gordon MRM
ray@gordonmrm.ie

Source: Horizon Pharma plc

Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland