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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HORIZON PHARMA PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Connaught House, 1st Floor
1 Burlington Road, Dublin 4, D04 C5Y6, Ireland
011-353-1-772-2100
(Address and Telephone Number of Principal Executive Offices)

Not Applicable
(Zip Code)

Horizon Pharma Public Limited Company 2014 Equity Incentive Plan
(Full title of the plan)

Timothy P. Walbert
Chairman, President and Chief Executive Officer
Horizon Pharma plc
c/o Horizon Pharma, Inc.
150 South Saunders Road
Lake Forest, Illinois 60045
(224) 383-3000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Lynda Kay Chandler, Esq.
Sean M. Clayton, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee ⁽⁴⁾
Horizon Pharma Public Limited Company 2014 Equity Incentive Plan Ordinary Shares, nominal value \$0.0001 per share	1,200,000 shares	\$13.32	\$15,984,000	\$1,852.55

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional ordinary shares of the Registrant (the "Ordinary Shares") that become issuable under the Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended (the "2014 Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding Ordinary Shares.
- (2) Consists of 1,200,000 additional Ordinary Shares available for issuance under the 2014 Plan. Ordinary Shares issuable under the 2014 Plan were previously registered on Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission on September 22, 2014 (File No. 333-198865), May 7, 2015 (File No. 333-203933) and May 4, 2016 (File No. 333-211118).
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Ordinary Shares on August 30, 2017, as reported on The Nasdaq Global Select Market.
- (4) On September 8, 2015, the Registrant filed a Registration Statement on Form S-4 (File No. 333-206798), as amended (the "S-4 Registration Statement"), and paid a registration fee of \$263,533.95. The S-4 Registration Statement was withdrawn by filing a Form RW on December 2, 2015. In accordance with Rule 457(p) under the Securities Act, the Registrant is offsetting the filing fees for this Registration Statement on Form S-8 against the fees previously paid in connection with the S-4 Registration Statement. Accordingly, no additional registration fee is being paid in connection with the filing of this Registration Statement on Form S-8.

REGISTRATION OF ADDITIONAL SECURITIES

Horizon Pharma Public Limited Company (the “Registrant”) has prepared this Registration Statement on Form S-8 (this “S-8 Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 1,200,000 additional ordinary shares of the Registrant (the “Ordinary Shares”) issuable pursuant to the Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended (the “2014 Plan”).

The additional 1,200,000 Ordinary Shares available for issuance under the 2014 Plan being registered on this S-8 Registration Statement are to be used exclusively for the grant of awards (“Inducement Awards”) to individuals who were not previously employees or non-employee directors of the Registrant (or following a bona fide period of non-employment with the Registrant), as an inducement material to the individuals’ entering into employment with the Registrant within the meaning of Rule 5635(c)(4) of the NASDAQ Listing Rules (“Rule 5635(c)(4)”). The 2014 Plan was amended by the compensation committee of the board of directors of the Registrant to provide for Inducement Awards without shareholder approval pursuant to Rule 5635(c)(4).

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

This S-8 Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same benefit plan is effective.

The Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on September 22, 2014 (File No. 333-198865), May 7, 2015 (File No. 333-203933) and May 4, 2016 (File No. 333-211118) are incorporated by reference in this S-8 Registration Statement pursuant to General Instruction E to Form S-8.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
3.1(1)	Memorandum and Articles of Association of Horizon Pharma Public Limited Company, as amended.
4.1	Reference is made to Exhibit 3.1.
5.1	Opinion of McCann FitzGerald Solicitors.
23.1	Consent of McCann FitzGerald Solicitors. Reference is made to Exhibit 5.1.
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1(2)	Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended, and Form of Option Agreement, Form of Stock Option Grant Notice, Form of Restricted Stock Unit Agreement and Form of Restricted Stock Unit Grant Notice thereunder.

- (1) Incorporated by reference to the Registrant’s Current Report on Form 8-K, filed on May 4, 2017.
(2) Incorporated by reference to the Registrant’s Current Report on Form 8-K, filed on September 1, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dublin, Ireland, on September 1, 2017.

HORIZON PHARMA PLC

By: /s/ Timothy P. Walbert
Timothy P. Walbert
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy P. Walbert and Paul W. Hoelscher, and each of them, as his or her true and lawful attorney-in-fact and agent, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Timothy P. Walbert</u> Timothy P. Walbert	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	September 1, 2017
<u>/s/ Paul W. Hoelscher</u> Paul W. Hoelscher	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	September 1, 2017
<u>/s/ Miles W. McHugh</u> Miles W. McHugh	Senior Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	September 1, 2017
<u>/s/ Michael Grey</u> Michael Grey	Director	September 1, 2017
<u>/s/ William F. Daniel</u> William F. Daniel	Director	September 1, 2017
<u>/s/ Jeff Himawan, Ph.D.</u> Jeff Himawan, Ph.D.	Director	September 1, 2017
<u>/s/ Ronald Pauli</u> Ronald Pauli	Director	September 1, 2017
<u>/s/ Gino Santini</u> Gino Santini	Director	September 1, 2017
<u>/s/ James Shannon, M.D.</u> James Shannon, M.D.	Director	September 1, 2017
<u>/s/ H. Thomas Watkins</u> H. Thomas Watkins	Director	September 1, 2017
<u>/s/ Pascale Witz</u> Pascale Witz	Director	September 1, 2017

1 September 2017

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

Horizon Pharma plc (the “Company”)

Dear Sirs

1. Basis of Opinion

- 1.1 We are acting as Irish counsel to the Company in connection with the proposed registration by the Company, pursuant to a Registration Statement on Form S-8 (the “**Registration Statement**”) filed by the Company under the Securities Act of 1933, as amended, of 1,200,000 ordinary shares, par value \$0.0001 each (the “**Ordinary Shares**”), for issuance under the Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended (the “**Plan**”).
- 1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland in force as at the date hereof as currently applied by the courts of Ireland. It is also given on the basis that it is governed by and is to be construed in accordance with the laws of Ireland. We have made no investigations of and express no opinion as to the laws of any other jurisdiction or the effect thereof. This Opinion speaks only as of its date.
- 1.3 This Opinion is strictly confined to the matters stated herein and is not to be read as extending by implication or otherwise to any other matter.
- 1.4 In giving this Opinion, we have examined the documents and searches listed in the schedule. We have also reviewed copies of such corporate records of the Company as we have deemed necessary as a basis for the opinions hereinafter expressed.

2. Assumptions

- 2.1 For the purpose of giving this Opinion, we have assumed the following (without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption):
- (a) the truth and accuracy of the contents of such documents and searches reviewed by us and of any certificates of officers of the Company and/or of public officials reviewed by us;
 - (b) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents sent to or reviewed by us by email in pdf or other electronic format and the authenticity of the originals of such documents;
 - (c) that the copies of minutes of meetings and/or of resolutions reviewed by us correctly record the proceedings at such meetings and the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
 - (d) that the memorandum and articles of association of the Company reviewed by us are the current memorandum and articles of association, are up to date and have not been amended or superseded;
 - (e) the accuracy and completeness of the information disclosed in the searches referred to in the schedule and that such information has not since the time of such search or enquiry been altered. It should be noted that searches at the Companies Registration Office, Dublin – the central official registry for Irish-incorporated companies—do not necessarily reveal whether or not a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to a company;
 - (f) that none of the resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired;
 - (g) that the Registration Statement becomes and remains effective; and
 - (h) that the Ordinary Shares are, upon exercise of awards granted under the Plan, duly paid for (including payment of the par value) and allotted and issued in accordance with the terms and conditions of the Plan.

3. Opinion

Subject to the foregoing we are of the opinion that the Company has sufficient authorised but unissued Ordinary Shares free from statutory pre-emption rights of shareholders under Irish law to satisfy full exercise of outstanding awards granted under the Plan were such exercise to occur today and, upon issuance in accordance with the Plan and the Registration

Statement, the Ordinary Shares will be validly issued, fully paid and not subject to calls for any additional payments (“**non-assessable**”).

We hereby consent to the filing of this Opinion with the United States Securities and Exchange Commission as an exhibit to the Registration Statement and to the use of our name therein.

Yours faithfully

/s/ McCann FitzGerald

McCann FitzGerald

Schedule

1. a copy of the Plan;
2. a certificate executed by a director or the company secretary of the Company which:
 - (a) annexes: (i) the certificate of incorporation of the Company; (ii) the certificates of incorporation of the Company on change of name; and (iii) the memorandum and articles of association of the Company in force as at the date of certification;
 - (b) annexes an extract of the resolutions approved by the Compensation Committee of the Board of Directors of the Company on 29 August 2017; and
 - (c) confirms that the number of authorised but unissued ordinary shares in the capital of the Company exceeds the aggregate of (i) the number of ordinary shares that would be issued on exercise of outstanding awards granted under the Plan were such exercise to occur today and (ii) the maximum number of ordinary shares that are capable of being issued on conversion of all convertible securities, exercise of any warrants, exercise of any options or rights to be allotted shares or exercise or discharge of any analogous securities or rights; and
3. the results of searches made by independent law searchers on our behalf against the Company on 1 September 2017 in the Irish Companies Registration Office and in the Petitions Section and Judgments Office of the Central Office of the Irish High Court in Dublin.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2017 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Horizon Pharma plc's Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
September 1, 2017