



# **HORIZON THERAPEUTICS PUBLIC LTD CO**

## **FORM 8-K**

(Current Report Filing)

Filed 09/01/23 for the Period Ending 09/01/23

Address CONNAUGHT HOUSE, 1ST FLOOR, DUBLIN, L2, 4  
Telephone (727) 384-2323  
CIK 0001492426  
Symbol HZNP  
SIC Code 2834 - Pharmaceutical Preparations  
Fiscal Year 12/31

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 1, 2023**

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**Horizon Therapeutics Public Limited  
Company**

(Exact name of registrant as specified in its charter)

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**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-35238**  
(Commission  
File No.)

**98-1195602**  
(IRS Employer  
Identification No.)

**70 St. Stephen's Green, Dublin 2, D02 E2X4, Ireland**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: 00-353-1-772-2100**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value \$0.0001 per share	HZNP	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 13(a) of the Exchange Act. ☐

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**Item 8.01 Other Events**

As previously disclosed, on December 11, 2022, Horizon Therapeutics plc (“Horizon”), Amgen Inc. (“Amgen”) and Pillartree Limited, a wholly owned subsidiary of Amgen (“Acquirer Sub”), entered into a Transaction Agreement pursuant to which, among other things, Acquirer Sub will acquire the entire issued ordinary share capital of Horizon (the “Acquisition”) through a court-sanctioned scheme of arrangement under Chapter 1 of Part 9 of the Irish Companies Act 2014.

On May 16, 2023, the U.S. Federal Trade Commission (“FTC”) filed a complaint in the U.S. District Court for the Northern District of Illinois seeking a temporary restraining order and preliminary injunction enjoining the Acquisition. Horizon, Amgen and the FTC then submitted a stipulated proposed temporary restraining order to the district court providing that Horizon and Amgen would not close the Acquisition until the earlier of October 31, 2023 or the second business day after the district court rules on the FTC’s request for a preliminary injunction (the “TRO”) and the district court issued an order granting the TRO on June 2, 2023.

On June 22, 2023, the FTC filed a complaint in its administrative court opposing the Acquisition and an amended complaint was filed in the district court adding several states as additional plaintiffs.

On August 30, 2023, Horizon, Amgen, the Bureau of Competition and several state plaintiffs (the “State Plaintiffs”) entered into an Agreement Containing Consent Order (the “Consent Agreement”) which contains a proposed Decision and Order and resolves the FTC administrative case. On September 1, 2023, the FTC announced that it had accepted the Consent Agreement following a vote of the commissioners.

As a result of the Consent Agreement, Horizon and Amgen expect that the parties will jointly file stipulated proposed orders to dissolve the TRO and dismiss the litigation.

In light of the Consent Agreement and the anticipated dissolution of the TRO, Horizon plans to request that the Irish High Court schedule a new sanction hearing for purposes of sanctioning the scheme of arrangement contemplated by the Transaction Agreement. Horizon and Amgen anticipate closing the Acquisition early in the fourth quarter of 2023.

**FURTHER INFORMATION****Statement Required by the Irish Takeover Rules**

The directors of Horizon accept responsibility for the information contained in this report. To the best of the knowledge and belief of the directors of Horizon (who have taken all reasonable care to ensure that such is the case), the information contained in this report is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Cautionary Statement Regarding Forward-looking Statements**

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by words such as “anticipate,” “believe,” “intend,” “estimate,” “expect,” “see,” “continue,” “could,” “can,” “may,” “will,” “likely,” “depend,” “should,” “would,” “plan,” “predict,” “target,” and similar expressions, and may include references to assumptions and relate to Horizon’s future prospects, developments and business strategies, and the Acquisition. Such forward-looking statements include, but are not limited to, statements relating to the Acquisition, the FTC litigation and Horizon’s and Amgen’s expectations with respect to the timing of future events, including estimated timing of closing the Acquisition. Horizon’s expectations and beliefs

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regarding these matters may not materialize. Actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of uncertainties, risks, and changes in circumstances, including but not limited to risks and uncertainties related to: whether and when the district court enters an order dissolving the TRO; whether and when a new sanction hearing is scheduled by the Irish High Court; the ability of the parties to consummate the Acquisition in a timely manner or at all; the satisfaction (or waiver) of conditions to the consummation of the Acquisition; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the transaction agreement governing the Acquisition; and the outcome of any additional legal proceedings that have or may be instituted against the parties or any of their respective directors or officers related to the Acquisition. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included under the caption “Risk Factors” and elsewhere in Horizon’s most recent filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022, and any subsequent reports on Form 10-Q or Form 8-K filed with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These documents can be accessed on Horizon’s website at <https://ir.horizontherapeutics.com/financial-information/sec-filings>. The forward-looking statements set out in this report are made only as of the date hereof. Horizon assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

### **Dealing Disclosure Requirements**

Under the provisions of Rule 8.3(b) of the Irish Takeover Panel Act, 1997, Irish Takeover Rules, 2022 (the “Irish Takeover Rules”), if any person is, or becomes, ‘interested’ in 1% or more of any class of ‘relevant securities’ of Horizon, that person must publicly disclose all ‘dealings’ in any ‘relevant securities’ of Horizon during the ‘offer period’, by not later than 3:30 p.m. (E.T.) on the ‘business day’ following the date of the relevant transaction.

If two or more persons co-operate on the basis of any agreement either express or tacit, either oral or written, to acquire an ‘interest’ in ‘relevant securities’ of Horizon or any securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules.

A disclosure table, giving details of the companies in whose ‘relevant securities’ ‘opening position’ and ‘dealings’ should be disclosed can be found on the Irish Takeover Panel’s website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

‘Interests’ in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an ‘interest’ by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can be found on the Irish Takeover Panel’s website. If you are in any doubt as to whether or not you are required to disclose a ‘dealing’ under Rule 8 of the Irish Takeover Rules, please consult the Irish Takeover Panel’s website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

### **General**

A copy of this announcement will be available, free of charge (subject to certain restrictions relating to persons resident in certain restricted jurisdictions) on Horizon’s website at <https://ir.horizontherapeutics.com/information> by no later than 12:00 noon (E.T.) on the business day following this announcement and throughout the course of the pending transaction. Neither the contents of Horizon’s website nor the contents of any other website accessible from hyperlinks are incorporated into, or form part of, this announcement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 1, 2023

**HORIZON THERAPEUTICS PUBLIC LIMITED COMPANY**

By: /s/ Aaron L. Cox

Aaron L. Cox

Executive Vice President and Chief Financial Officer