

Horizon Pharma plc
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Horizon Pharma Public Limited Company
(Name of Issuer)

Ordinary Shares, nominal value \$0.0001 per share
(Title of Class of Securities)

G4617B105
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

Christoph F. Boehringer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..
(b) ý

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

1,000,000

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

2,250,000

7 SOLE DISPOSITIVE POWER

REPORTING

1,000,000

PERSON WITH

8 SHARED DISPOSITIVE POWER

2,250,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,250,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7%

12 TYPE OF REPORTING PERSON

IN

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1 NAMES OF REPORTING PERSONS

CD-Venture GmbH

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ..
 (b) ý

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

- 5 SOLE VOTING POWER

- NUMBER OF SHARES 2,250,000
 6 SHARED VOTING POWER

- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0
 7 SOLE DISPOSITIVE POWER

- 2,250,000
 8 SHARED DISPOSITIVE POWER

0

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,250,000

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.9%

- 12 TYPE OF REPORTING PERSON

CO

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Item Name of Issuer:

1(a).

Horizon Pharma Public Limited Company

Item Address of Issuer's Principal Executive Offices:

1(b).

Adelaide Chambers
Peter Street, Dublin 8
Ireland

Item Name of Person Filing:

2(a).

This Statement on Schedule 13G (this "Statement") is filed by CD-Venture GmbH ("CD-Venture") and Christoph F. Boehringer.

Item Address of Principal Business Office or, if none, Residence:

2(b).

Bergheimer Str. 45
69115 Heidelberg
Germany

Item Citizenship:

2(c).

CD-Venture is a German corporation. Mr. Boehringer is a German citizen.

Item Title of Class of Securities:

2(d).

Ordinary Shares, nominal value \$0.0001 per share (the "Ordinary Shares")

Item CUSIP Number: G4617B105

2(e).

Item Not applicable.

3.

Item Ownership.

4.

(a) Amount Beneficially Owned as of December 31, 2014:

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Mr. Boehringer. Mr. Boehringer is the beneficial owner of 3,250,000 Ordinary Shares, including 2,250,000 Ordinary Shares beneficially owned by CD-Venture.

CD-Venture. CD-Venture is the beneficial owner of 2,250,000 Ordinary Shares.

The percentages used herein are based upon 118,852,790 Ordinary Shares outstanding as of November 3, 2014, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on November 6, 2014.

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(b) Percent of Class:

| | |
|-------------------------|-------|
| Christoph F. Boehringer | 2.7%* |
| CD-Venture | 1.9% |

*Includes shares beneficially owned by CD-Venture.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

| | |
|-------------------------|-----------|
| Christoph F. Boehringer | 1,000,000 |
| CD-Venture | 2,250,000 |

(ii) shared power to vote or to direct the vote:

| | |
|-------------------------|------------|
| Christoph F. Boehringer | 2,250,000* |
| CD-Venture | 0 |

*Consists of shares beneficially owned by CD-Venture with respect to which Mr. Boehringer shares the power to direct the vote.

(iii) sole power to dispose or to direct the disposition of:

| | |
|-------------------------|-----------|
| Christoph F. Boehringer | 1,000,000 |
| CD-Venture | 2,250,000 |

(iv) shared power to dispose or direct the disposition of:

| | |
|-------------------------|------------|
| Christoph F. Boehringer | 2,250,000* |
| CD-Venture | 0 |

*Consists of shares beneficially owned by CD-Venture with respect to which Mr. Boehringer shares the power to direct the disposition.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

/s/ Christoph F. Boehringer
Christoph F. Boehringer

CD-Venture GmbH

By: /s/ Christoph F. Boehringer
Christoph F. Boehringer, Geschäftsführer
(Managing Director)