

DEUTSCHE BANK AKTIENGESELLSCHAFT

Form 424B2

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Registration Statement No. 333-184193

Dated November 25, 2014

Deutsche Bank AG Airbag Phoenix Autocallable Optimization Securities

\$3,407,000 Deutsche Bank AG Securities Linked to the Common Stock of Delta Air Lines, Inc. due May 31, 2016

\$4,154,000 Deutsche Bank AG Securities Linked to the Common Stock of The Dow Chemical Company due May 31, 2016

Investment Description

Airbag Phoenix Autocallable Optimization Securities (the “Securities”) are unsubordinated and unsecured obligations of Deutsche Bank AG, London Branch (the “Issuer”) with returns linked to the performance of the common stock of a specific company described herein (each, an “Underlying”). Each Security will have a face amount (the “Face Amount”) equal to \$1,000. If the Closing Price of the relevant Underlying on the applicable monthly Coupon Observation Date (including the Final Valuation Date) is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you a monthly contingent coupon (a “Contingent Coupon”). Otherwise, no coupon will be accrued or payable with respect to that Coupon Observation Date. If the Closing Price of the relevant Underlying on any quarterly Autocall Observation Date (including the Final Valuation Date) is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Securities and, for each \$1,000 Face Amount of Securities, pay you the Face Amount plus the applicable Contingent Coupon for that date and no further amounts will be owed to you. If the Securities are not automatically called and the Final Price is greater than or equal to the Conversion Price, Deutsche Bank AG will pay you at maturity a cash payment per \$1,000 Face Amount of Securities equal to the Face Amount. However, if the Securities are not automatically called and the Final Price is less than the Conversion Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the applicable Underlying per \$1,000 Face Amount of Securities equal to the Face Amount divided by the Conversion Price (the “Share Delivery Amount”), which is expected to have a value of less than the Face Amount and may have no value at all. In addition, the applicable Contingent Coupon for the final month will be payable at maturity if the Final Price is greater than or equal to the applicable Coupon Barrier regardless of whether Deutsche Bank AG pays you the Face Amount or delivers the Share Delivery Amount at maturity. Investing in the Securities involves significant risks. You may lose some or all of your initial investment. In exchange for potentially receiving the Contingent Coupons, you are accepting the risk of receiving shares of the applicable Underlying at maturity that are worth less than your initial investment and the credit risk of the Issuer for all payments under the Securities. Generally, the higher the Contingent Coupon Rate on the Securities, the greater the risk of loss on such Securities. The contingent repayment of your initial investment applies only if you hold the Securities to maturity. Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations, you might not receive any amounts owed to you under the terms of the Securities and you could lose your entire investment.

Features

q Contingent Coupon — If the Closing Price of the relevant Underlying on the applicable monthly Coupon Observation Date (including the Final Valuation Date) is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon applicable to such Coupon Observation Date. Otherwise, no coupon will be accrued or payable with respect to that Coupon

Key Dates

| | |
|---|-------------------|
| Trade Date | November 25, 2014 |
| Settlement Date | November 28, 2014 |
| Coupon Observation Dates ¹ | Monthly |
| Autocall Observation Dates ¹ | Quarterly |
| Final Valuation Date ¹ | May 24, 2016 |
| Maturity Date ¹ | May 31, 2016 |

Observation Date.

1 See page 4 for additional details

q Automatically Callable — If the Closing Price of the relevant Underlying on any quarterly Autocall Observation Date (including the Final Valuation Date) is greater than or equal to the Initial Price, Deutsche Bank AG will automatically call the Securities and, for each \$1,000 Face Amount of Securities, pay you the Face Amount plus the applicable Contingent Coupon for that date and no further amounts will be owed to you. If the Securities are not automatically called, investors may have downside market exposure to the relevant Underlying at maturity.

q Downside Exposure with Contingent Repayment of Your Initial Investment at Maturity — If the Securities are not automatically called and the Final Price is greater than or equal to the Conversion Price, Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Securities equal to the Face Amount at maturity. However, if the Securities are not automatically called and the Final Price is less than the Conversion Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the applicable Underlying equal to the Share Delivery Amount per \$1,000 Face Amount of Securities, which is expected to have a value of less than the Face Amount and may have no value at all. The contingent repayment of your initial investment only applies if you hold the Securities to maturity. Any payment on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call and any payment of your initial investment at maturity, is subject to the creditworthiness of the Issuer. If the Issuer were to default on its payment obligations, you might not receive any amounts owed to you under the terms of the Securities and you could lose your entire investment.

NOTICE TO INVESTORS: THE SECURITIES ARE SIGNIFICANTLY RISKIER THAN CONVENTIONAL DEBT INSTRUMENTS. THE ISSUER IS NOT NECESSARILY OBLIGATED TO REPAY THE FULL FACE AMOUNT OF SECURITIES AT MATURITY, AND THE SECURITIES CAN HAVE THE FULL DOWNSIDE MARKET RISK OF THE RELEVANT UNDERLYING. THIS MARKET RISK IS IN ADDITION TO THE CREDIT RISK INHERENT IN PURCHASING AN OBLIGATION OF DEUTSCHE BANK AG. YOU SHOULD NOT PURCHASE THE SECURITIES IF YOU DO NOT UNDERSTAND OR ARE NOT COMFORTABLE WITH THE SIGNIFICANT RISKS INVOLVED IN INVESTING IN THE SECURITIES. THE SECURITIES WILL NOT BE LISTED ON ANY SECURITIES EXCHANGE. YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER “KEY RISKS” BEGINNING ON PAGE 6 OF THIS PRICING SUPPLEMENT AND UNDER “RISK FACTORS” BEGINNING ON PAGE 9 OF THE ACCOMPANYING PRODUCT SUPPLEMENT BEFORE PURCHASING ANY SECURITIES. EVENTS RELATING TO ANY OF THOSE RISKS, OR OTHER RISKS AND UNCERTAINTIES, COULD ADVERSELY

AFFECT THE MARKET VALUE OF, AND THE RETURN ON, YOUR SECURITIES. YOU MAY LOSE SOME OR ALL OF YOUR INITIAL INVESTMENT IN THE SECURITIES.

Security Offering

We are offering two separate Airbag Phoenix Autocallable Optimization Securities (each, a “Security”). Each Security is linked to the performance of the common stock of a different company, and each has its own Contingent Coupon Rate, Initial Price, Coupon Barrier and Conversion Price. The performance of each Security will not depend on the performance of the other Security. The Securities will be issued in minimum denominations equal to \$1,000 and integral multiples of \$1,000 thereof.

| Underlying | Ticker | Contingent Coupon Rate Per Annum | Initial Price | Coupon Barrier | Conversion Price | CUSIP/ISIN |
|---|--------|--|------------------|--|--|-----------------------------|
| Common stock of Delta Air Lines, Inc. | DAL | 10.00% per annum | \$44.08 | \$33.06, equal to 75% of the Initial Price | \$36.59, equal to 83% of the Initial Price | 25190A773 / US25190A7735 |
| Common stock of The Dow Chemical Company | DOW | 8.20% per annum | \$51.39 | \$38.54, equal to 75% of the Initial Price | \$46.25, equal to 90% of the Initial Price | 25190A765 / US25190A7651 |

See “Additional Terms Specific to the Securities” in this pricing supplement. The Securities will have the terms specified in product supplement BK dated October 5, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these Securities are a part, the prospectus dated September 28, 2012 and this pricing supplement.

For the Securities linked to the common stock of Delta Air Lines, Inc., the Issuer’s estimated value of the Securities on the Trade Date is \$980.00 per \$1,000 Face Amount of Securities. For the Securities linked to the common stock of The Dow Chemical Company, the Issuer’s estimated value of the Securities on the Trade Date is \$983.00 per \$1,000 Face Amount of Securities. The Issuer’s estimated value of each Security is less than the Issue Price. Please see “Issuer’s Estimated Value of the Securities” on the following page of this pricing supplement for additional information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these Securities or passed upon the accuracy or the adequacy of this pricing supplement or the accompanying product supplement BK, prospectus supplement or prospectus. Any representation to the contrary is a criminal offense. The Securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

| Offering of Securities | Price to Public | | Discounts and Commissions(1) | | Proceeds to Us | |
|--|-----------------|-----------------|---------------------------------|-----------------|----------------|-----------------|
| | Total | Per Security | Total | Per Security | Total | Per Security |
| Securities linked to the common stock of Delta Air Lines, Inc. | \$3,407,000.00 | \$1,000.00 | \$51,105.00 | \$15.00 | \$3,355,895.00 | \$985.00 |
| Securities linked to the common stock of The Dow Chemical Company | \$4,154,000.00 | \$1,000.00 | \$62,310.00 | \$15.00 | \$4,091,690.00 | \$985.00 |

(1) For more detailed information about discounts and commissions, please see “Supplemental Plan of Distribution (Conflicts of Interest)” in this pricing supplement.

Deutsche Bank Securities Inc. (“DBSI”) is our affiliate. For more information, see “Supplemental Plan of Distribution (Conflicts of Interest)” in this pricing supplement.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Notes | \$7,561,000.00 | \$878.59 |

UBS Financial Services Inc.

Deutsche Bank Securities

Issuer's Estimated Value of the Securities

The Issuer's estimated value of the Securities is equal to the sum of our valuations of the following two components of the Securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the Securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of Securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the Securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the Securities, reduces the economic terms of the Securities to you and is expected to adversely affect the price at which you may be able to sell the Securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the Securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the Securities on the Trade Date (as disclosed on the cover of this pricing supplement) is less than the Issue Price of the Securities. The difference between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the Securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the Securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your Securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the Securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the Securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the Securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the Securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our Securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately five months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the Securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

Additional Terms Specific to the Securities

You should read this pricing supplement, together with product supplement BK dated October 5, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these Securities are a part and the prospectus dated September 28, 2012. You may access these documents on the website of the Securities and Exchange Commission (the “SEC”) at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

◆ Product supplement BK dated October 5, 2012:
http://www.sec.gov/Archives/edgar/data/1159508/000095010312005314/crt_dp33259-424b2.pdf

◆ Prospectus supplement dated September 28, 2012:
<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409437/d414995d424b21.pdf>

◆ Prospectus dated September 28, 2012:
<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409372/d413728d424b21.pdf>

Deutsche Bank AG has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offerings to which this pricing supplement relates. Before you invest in the Securities offered hereby, you should read these documents and any other documents relating to these offerings that Deutsche Bank AG has filed with the SEC for more complete information about Deutsche Bank AG and these offerings. You may obtain these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Our Central Index Key, or CIK, on the SEC website is 0001159508. Alternatively, Deutsche Bank AG, any agent or any dealer participating in these offerings will arrange to send you the prospectus, prospectus supplement, product supplement and this pricing supplement if you so request by calling toll-free 1-800-311-4409.

The trustee has appointed Deutsche Bank Trust Company Americas as its authenticating agent with respect to our Series A global notes.

References to “Deutsche Bank AG,” “we,” “our” and “us” refer to Deutsche Bank AG, including, as the context requires, acting through one of its branches. In this pricing supplement, “Securities” refers to the Airbag Phoenix Autocallable Optimization Securities that are offered hereby, unless the context otherwise requires. This pricing supplement, together with the documents listed above, contains the terms of the Securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Key Risks” in this pricing supplement and “Risk Factors” in the accompanying product supplement, as the Securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the Securities.

If the terms described in this pricing supplement are inconsistent with those described in the accompanying product supplement, prospectus supplement or prospectus, the terms described in this pricing supplement shall control. All references to “Closing Price” in this pricing supplement shall be deemed to refer to “Closing Level,” as used in the accompanying product supplement.

Investor Suitability

The suitability considerations identified below are not exhaustive. Whether or not the Securities are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisors have carefully considered the suitability of an

investment in the Securities in light of your particular circumstances. You should also review “Key Risks” on page 6 of this pricing supplement and “Risk Factors” on page 9 of the accompanying product supplement.

The Securities may be suitable for you if, among other considerations:

- “ You fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire investment.
- “ You can tolerate the loss of some or all of your investment in the Securities and are willing to make an investment that may have the full downside market risk of an investment in the relevant Underlying.
- “ You believe the Closing Price of the relevant Underlying will be greater than or equal to the applicable Coupon Barrier on the specified Coupon Observation Dates, including the Final Valuation Date.
- “ You believe the Final Price of the relevant Underlying is not likely to be less than the applicable Conversion Price and, if it is, you can tolerate receiving shares of such Underlying at maturity that are worth less than your initial investment or may have no value at all.
- “ You are willing to make an investment whose positive return is limited to the applicable Contingent Coupons, regardless of any potential increase in the price of the relevant Underlying, which could be significant.
- “ You are willing to accept the risks of owning equities in general and the relevant Underlying in particular.
- “ You can tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside price fluctuations of the relevant Underlying.
- “ You are willing to invest in the Securities based on the applicable Contingent Coupon Rate , as set forth on the cover of this pricing supplement.
- “ You do not seek guaranteed current income from this investment and are willing to forgo any

The Securities may not be suitable for you if, among other considerations:

- “ You do not fully understand the risks inherent in an investment in the Securities, including the risk of loss of your entire investment.
- “ You require an investment designed to provide a full return of your initial investment at maturity.
- “ You cannot tolerate the loss of some or all of your investment or are not willing to make an investment that may have the full downside market risk of an investment in the relevant Underlying.
- “ You believe the Closing Price of the relevant Underlying will be less than the applicable Coupon Barrier on the specified Coupon Observation Dates, including the Final Valuation Date.
- “ You believe the Final Price of the relevant Underlying is likely to be less than the applicable Conversion Price, which could result in a total loss of your initial investment.
- “ You cannot tolerate receiving shares of the relevant Underlying at maturity that are worth less than your initial investment or may have no value at all.
- “ You seek an investment that participates in any increase in the price of the relevant Underlying or that has unlimited return potential.
- “ You are not willing to accept the risks of owning equities in general and the relevant Underlying in particular.
- “ You cannot tolerate fluctuations in the value of the Securities prior to maturity that may be similar to or exceed the downside price fluctuations of the relevant Underlying.
- “ You are unwilling to invest in the Securities based on the applicable Contingent Coupon Rate, as set forth on the cover of this pricing supplement.

dividends or any other distributions paid on the relevant Underlying.

“ You are willing and able to hold the Securities that will be called on any Autocall Observation Date on which the Closing Price of the relevant Underlying is greater than or equal to the Initial Price, and you are otherwise willing and able to hold the Securities to the Maturity Date, as set forth on the cover of this pricing supplement, and are not seeking an investment for which there will be an active secondary market.

“ You are willing to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Securities, and understand that if Deutsche Bank AG defaults on its obligations you might not receive any amounts due to you, including any payment of a Contingent Coupon, any payment upon an automatic call or any payment of your initial investment at maturity.

“ You seek guaranteed current income from this investment or you prefer to receive dividends or any other distributions paid on the relevant Underlying.

“ You are unable or unwilling to hold the Securities that will be called on any Autocall Observation Date on which the Closing Price of the relevant Underlying is greater than or equal to the Initial Price, or you are otherwise unable or unwilling to hold the Securities to the Maturity Date, as set forth on the cover of this pricing supplement, or seek an investment for which there will be an active secondary market.

“ You are not willing or are unable to assume the credit risk associated with Deutsche Bank AG, as Issuer of the Securities for all payments on the Securities, including any payment of a Contingent Coupon, any payment upon an automatic call or any payment of your initial investment at maturity.

Final Terms

| | |
|---|--|
| Issuer | Deutsche Bank AG, London Branch |
| Issue Price | 100% of the Face Amount of Securities |
| Face Amount | \$1,000 |
| Term | Eighteen months, subject to a quarterly automatic call |
| Trade Date | November 25, 2014 |
| Settlement Date | November 28, 2014 |
| Final Valuation Date ¹ | May 24, 2016 |
| Maturity Date ^{1, 2} | May 31, 2016 |
| Underlyings | Common stock of Delta Air Lines, Inc. (Ticker: DAL) Common stock of The Dow Chemical Company (Ticker: DOW) |
| Call Feature | The Securities will be automatically called if the Closing Price of the relevant Underlying on any Autocall Observation Date is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$1,000 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature. Following an automatic call, no further amounts will be owed to you under the Securities. |
| Autocall Observation Dates ¹ | Quarterly, on February 25, 2015, May 27, 2015, August 27, 2015, November 25, 2015, February 25, 2016 and May 24, 2016 (the "Final Valuation Date") |
| Call Settlement Dates ² | Two business days following the relevant Autocall Observation Date, except that the Call Settlement Date for the final Autocall Observation Date will be the Maturity Date. |
| Contingent Coupon | <p>If the Closing Price of the relevant Underlying on any Coupon Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per \$1,000 Face Amount of Securities applicable to such Coupon Observation Date on the related Coupon Payment Date.</p> <p>If the Closing Price of the relevant Underlying on any Coupon Observation Date is less than the Coupon Barrier, the relevant Contingent Coupon applicable to such Coupon Observation Date will not be accrued or payable and Deutsche Bank AG will not make any payment to you on the related Coupon Payment Date.</p> <p>The Contingent Coupon for each Underlying will be a fixed amount based upon equal monthly installments at the Contingent Coupon Rate for such Underlying set forth below. For each Coupon</p> |

Observation Date, the Contingent Coupon for the Securities that would be payable for such Coupon Observation Date on which the Closing Price of the relevant Underlying is greater than or equal to the applicable Coupon Barrier is set forth below under “Contingent Coupon payments.”

Contingent Coupon payments on the Securities are not guaranteed. Deutsche Bank AG will not pay you the Contingent Coupon for any Coupon Observation Date on which the Closing Price of the relevant Underlying is less than the Coupon Barrier.

Contingent Coupon Rate

For the Securities linked to the common stock of Delta Air Lines, Inc., 10.00% per annum.

For the Securities linked to the common stock of The Dow Chemical Company, 8.20% per annum.

Contingent Coupon payments

For the Securities linked to the common stock of Delta Air Lines, Inc., \$8.3333 per \$1,000 Face Amount of Securities.

For the Securities linked to the common stock of The Dow Chemical Company, \$6.8333 per \$1,000 Face Amount of Securities.

Coupon Observation Dates¹

Monthly, on the dates set forth in the table below.

Coupon Payment Dates^{2, 3}

Two business days following the relevant Coupon Observation Date, except that the Coupon Payment Date for the final Coupon Observation Date will be the Maturity Date.

| Coupon Observation Dates | Expected Coupon Payment Dates |
|--------------------------|-------------------------------|
| December 29, 2014 | December 31, 2014 |
| January 28, 2015 | January 30, 2015 |
| February 25, 2015* | February 27, 2015 |
| March 27, 2015 | March 31, 2015 |
| April 28, 2015 | April 30, 2015 |
| May 27, 2015* | May 29, 2015 |
| June 26, 2015 | June 30, 2015 |
| July 29, 2015 | July 31, 2015 |

| | |
|--|---|
| August 27, 2015* | September 1, 2015 |
| September 28, 2015 | September 30, 2015 |
| October 28, 2015 | October 30, 2015 |
| November 25, 2015* | November 30, 2015 |
| December 29, 2015 | December 31, 2015 |
| January 27, 2016 | January 29, 2016 |
| February 25, 2016* | February 29, 2016 |
| March 29, 2016 | March 31, 2016 |
| April 27, 2016 | April 29, 2016 |
| May 24, 2016* (the Final Valuation Date) | May 31, 2016 (the Maturity Date) |

* These Coupon Observation Dates are also Autocall Observation Dates. If the Securities are automatically called prior to the Final Valuation Date, the applicable Contingent Coupon will be paid on the corresponding Call Settlement Date and no further amounts will be owed to you under the Securities.

Payment at Maturity (per \$1,000 Face Amount of Securities)

If the Securities are not automatically called, Deutsche Bank AG will pay you a cash payment or deliver to you a number of shares of the applicable Underlying at maturity as described below.

If the Final Price of the relevant Underlying is greater than or equal to the applicable Conversion Price, Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Securities at maturity equal to the Face Amount plus the Contingent Coupon for the final month otherwise due on the Maturity Date.

If the Final Price of the relevant Underlying is less than the applicable Conversion Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the applicable Underlying equal to the Share Delivery Amount per \$1,000 Face Amount of Securities (subject to adjustments in the case of certain corporate events as described in the accompanying product supplement).

· If the Final Price is less than the applicable Conversion Price, but is greater than or equal to the applicable Coupon Barrier, in addition to delivering the Share Delivery Amount, Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Securities equal to the applicable Contingent Coupon for the final month

otherwise due on the Maturity Date.

· If the Final Price is less than both the applicable Conversion Price and Coupon Barrier, Deutsche Bank AG will only deliver to you at maturity the Share Delivery Amount per \$1,000 Face Amount of Securities. The applicable Contingent Coupon for the final month will not be paid.

Under these circumstances, the shares of the relevant Underlying delivered as the Share Delivery Amount at maturity are expected to be worth less than your initial investment or may have no value at all.

If you receive the Share Delivery Amount at maturity, we will pay cash in lieu of delivering any fractional shares in an amount equal to that fraction multiplied by the closing price of the Underlying on the Final Valuation Date.

Initial Price

The Closing Price of the relevant Underlying on the Trade Date

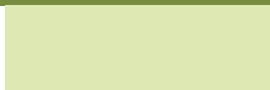
For the Securities linked to the common stock of Delta Air Lines, Inc., \$44.08.

For the Securities linked to the common stock of The Dow Chemical Company, \$51.39.

| | |
|-------------------------|---|
| Final Price | The Closing Price of the relevant Underlying on the Final Valuation Date |
| Coupon Barrier | For the Securities linked to the common stock of Delta Air Lines, Inc., \$33.06, equal to 75% of the Initial Price. |
| | For the Securities linked to the common stock of The Dow Chemical Company, \$38.54, equal to 75% of the Initial Price. |
| Conversion Price | For the Securities linked to the common stock of Delta Air Lines, Inc., \$36.59, equal to 83% of the Initial Price. |
| | For the Securities linked to the common stock of The Dow Chemical Company, \$46.25, equal to 90% of the Initial Price. |
| Share Delivery Amount | For the Securities linked to the common stock of Delta Air Lines, Inc., 27.3299 shares per \$1,000 Face Amount of Securities |
| | . |
| | For the Securities linked to the common stock of The Dow Chemical Company, 21.6216 shares per \$1,000 Face Amount of Securities. |
| | The Share Delivery Amount for each \$1,000 Face Amount of Securities is the number of shares of the applicable Underlying equal to (1) the Face Amount divided by (2) the applicable Conversion Price. The Share Delivery Amount is subject to adjustments in the case of certain corporate events as described in the accompanying product supplement. |
| Closing Price | On any trading day, the last reported sale price of one share of the relevant Underlying on the relevant exchange multiplied by the relevant Stock Adjustment Factor, as determined by the calculation agent |
| Stock Adjustment Factor | Initially 1.0 for each Underlying, subject to adjustment for certain actions affecting each Underlying. See “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement. |

INVESTING IN THE SECURITIES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE SOME OR ALL OF YOUR INITIAL INVESTMENT. YOU MAY RECEIVE SHARES AT MATURITY THAT ARE WORTH LESS THAN YOUR INITIAL INVESTMENT OR MAY HAVE NO VALUE AT ALL. ANY PAYMENT ON THE SECURITIES, INCLUDING ANY PAYMENT OF A CONTINGENT COUPON, ANY PAYMENT UPON AN AUTOMATIC CALL AND ANY REPAYMENT OF YOUR INITIAL INVESTMENT AT MATURITY, IS SUBJECT TO THE CREDITWORTHINESS OF THE ISSUER. IF DEUTSCHE BANK AG WERE TO DEFAULT ON ITS PAYMENT OBLIGATIONS, YOU MIGHT NOT RECEIVE ANY AMOUNTS OWED TO YOU UNDER THE SECURITIES AND YOU COULD LOSE YOUR ENTIRE INVESTMENT.

Investment Timeline



For each Underlying, the Initial Price is observed, the

Trade Date:

Coupon Barrier, Conversion Price and Share Delivery Amount are determined and the Contingent Coupon Rate is set.

Monthly (including at maturity):

If the Closing Price of the relevant Underlying on any Coupon Observation Date is greater than or equal to the Coupon Barrier, Deutsche Bank AG will pay you the relevant Contingent Coupon per \$1,000 Face Amount of Securities applicable to such Coupon Observation Date on the related Coupon Payment Date.

Quarterly (including the Final Valuation Date):

The Securities will be automatically called if the Closing Price of the relevant Underlying on any Autocall Observation Date is greater than or equal to the Initial Price. If the Securities are automatically called, Deutsche Bank AG will pay you on the applicable Call Settlement Date a cash payment per \$1,000 Face Amount of Securities equal to the Face Amount plus the applicable Contingent Coupon otherwise due on such day pursuant to the contingent coupon feature and no further amounts will be due to you under the Securities.

Maturity Date:

The Final Price of the relevant Underlying is determined and the Underlying Return of the relevant Underlying is calculated on the Final Valuation Date.

If the Securities are not automatically called, Deutsche Bank AG will pay you a cash payment or deliver to you a number of shares of the applicable Underlying at maturity as described below.

If the Final Price of the relevant Underlying is greater than or equal to the applicable Conversion Price, Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Securities equal to the Face Amount plus the Contingent Coupon for the final month otherwise due on the Maturity Date.

If the Final Price of the relevant Underlying is less than the applicable Conversion Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the applicable Underlying equal to the Share Delivery Amount per \$1,000 Face Amount of Securities (subject to adjustments in the case of certain corporate events as described in the accompanying product supplement).



· If the Final Price is less than the applicable Conversion Price, but is greater than or equal to the applicable Coupon Barrier, in addition to delivering the Share Delivery Amount, Deutsche Bank AG will pay you a cash payment per \$1,000 Face Amount of Securities equal to the applicable Contingent Coupon for the final month otherwise due on the Maturity Date.

· If the Final Price is less than both the applicable Conversion Price and Coupon Barrier, Deutsche Bank AG will only deliver to you at maturity the Share Delivery Amount per \$1,000 Face Amount of Securities. The applicable Contingent Coupon for the final month will not be paid.

Under these circumstances, the shares of the relevant Underlying delivered as the Share Delivery Amount at maturity are expected to be worth less than your initial investment and may have no value at all.

1 Subject to postponement as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement.

2

Notwithstanding the provisions under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement, in the event the Final Valuation Date is postponed, the Maturity Date will be the fourth business day after the Final Valuation Date as postponed, and in the event that an Autocall Observation Date and/or a

| | Coupon Observation Date (other than the Final Valuation Date) is postponed, the re0000"> | | | |
|--|--|--------------------|------------------|---------------------|
| Total other expense, net | (95,693) | (19,789) | (118,097) | (228,731) |
| Loss before (benefit) expense for income taxes | (128,866) | (26,889) | (146,506) | (234,244) |
| (BENEFIT) EXPENSE FOR INCOME TAXES | (160,680) | 880 | (158,767) | (225) |
| NET INCOME (LOSS) | \$ 31,814 | \$ (27,769) | \$ 12,261 | \$ (234,019) |
| Earnings (loss) per share - basic | \$ 0.21 | \$ (0.38) | \$ 0.09 | \$ (3.34) |
| Weighted average shares outstanding - basic | 150,771,902 | 73,384,801 | 138,369,537 | 70,164,267 |
| Earnings (loss) per share - diluted | \$ 0.20 | \$ (0.38) | \$ 0.08 | \$ (3.34) |
| Weighted average shares outstanding - diluted | 159,797,319 | 73,384,801 | 145,031,882 | 70,164,267 |

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Horizon Pharma plc

Consolidated Balance Sheets

(in thousands, except share data)

| | June 30, 2015 | As of December 31, 2014 |
|--|---------------------|-------------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 667,057 | \$ 218,807 |
| Restricted cash | 600 | 738 |
| Accounts receivable, net | 182,868 | 73,915 |
| Inventories, net | 20,299 | 16,865 |
| Prepaid expenses and other current assets | 11,620 | 14,370 |
| Deferred tax assets, net | 15,767 | 1,530 |
| Total current assets | 898,211 | 326,225 |
| Property and equipment, net | 9,773 | 7,241 |
| Developed technology, net | 1,692,057 | 696,963 |
| In-process research and development | 66,000 | 66,000 |
| Other intangible assets, net | 7,466 | 7,870 |
| Goodwill | 259,565 | |
| Deferred tax assets, net, non-current | | 18,761 |
| Other assets | 9,615 | 11,564 |
| TOTAL ASSETS | \$ 2,942,687 | \$ 1,134,624 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| CURRENT LIABILITIES: | | |
| Convertible debt, net | \$ | \$ 48,334 |
| Long-term debt, current portion | 4,000 | |
| Accounts payable | 26,224 | 21,011 |
| Accrued trade discounts and rebates | 136,836 | 76,115 |
| Accrued expenses | 79,246 | 46,625 |
| Accrued royalties, current portion | 42,574 | 25,325 |
| Deferred revenues, current portion | 2,019 | 1,261 |
| Deferred tax liabilities, net | | 721 |
| Total current liabilities | 290,899 | 219,392 |
| LONG-TERM LIABILITIES: | | |
| Exchangeable notes, net | 274,305 | |

| | | |
|--|-----------|---------|
| Long-term debt, net | 858,593 | 297,169 |
| Accrued royalties, net of current | 128,913 | 48,887 |
| Deferred revenues, net of current | 10,004 | 8,144 |
| Deferred tax liabilities, net, non-current | 121,039 | 19,570 |
| Other-long term liabilities | 4,967 | 1,258 |
| Total long-term liabilities | 1,397,821 | 375,028 |

COMMITMENTS AND CONTINGENCIES**SHAREHOLDERS EQUITY:**

| | | |
|---|---------------------|---------------------|
| Ordinary shares, \$0.0001 nominal value per share; 300,000,000 shares authorized; 158,732,528 and 124,425,853 issued at June 30, 2015 and December 31, 2014 respectively, and 158,348,162 and 124,041,487 outstanding at June 30, 2015 and December 31, 2014, respectively. | 16 | 13 |
| Treasury stock, 384,366 ordinary shares at March 31, 2015 and December 31, 2014 | (4,585) | (4,585) |
| Additional paid-in capital | 1,969,750 | 1,269,858 |
| Accumulated other comprehensive loss | (2,756) | (4,363) |
| Accumulated deficit | (708,458) | (720,719) |
| Total shareholders equity | 1,253,967 | 540,204 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 2,942,687 | \$ 1,134,624 |

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Horizon Pharma plc

Consolidated Statements of Cash Flows

(in thousands)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-----------------------------|-------------|---------------------------|--------------|
| | 2015 | 2014 | 2015 | 2014 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | | |
| Net income (loss) | \$ 31,814 | \$ (27,769) | \$ 12,261 | \$ (234,019) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | |
| Depreciation and intangible amortization expense | 32,408 | 5,433 | 50,743 | 10,836 |
| Share-based compensation | 24,665 | 4,160 | 31,339 | 6,087 |
| Royalty accretion | 3,977 | 2,953 | 7,021 | 2,953 |
| Royalty liability remeasurement | 14,277 | 13,033 | 14,277 | 13,033 |
| Loss on derivative revaluation | | 10,965 | | 214,995 |
| Loss on induced conversions of debt and debt extinguishment | 16,733 | | 21,581 | |
| Amortization of debt discount and deferred financing costs | 5,622 | 2,333 | 7,828 | 4,666 |
| Foreign exchange loss | 87 | 284 | 924 | 322 |
| Other | (3) | | 99 | |
| Changes in operating assets and liabilities: | | | | |
| Accounts receivable | (43,724) | (11,693) | (97,167) | (35,835) |
| Inventories | 7,467 | 219 | 10,555 | (510) |
| Prepaid expenses and other current assets | 38,904 | 2,007 | 4,597 | (2,211) |
| Accounts payable | 1,622 | 5,628 | 1,604 | 5,980 |
| Accrued trade discounts and rebates | 45,408 | 12,326 | 47,596 | 29,469 |
| Accrued expenses and accrued royalties | 22,514 | (3,586) | 16,492 | (27) |
| Deferred revenues | 2,804 | 250 | 2,778 | 362 |
| Deferred income taxes | (160,229) | 222 | (158,873) | (232) |
| Payment of original issue discount upon repayment of 2014 Term Loan Facility | (3,000) | | (3,000) | |
| Other non-current assets and liabilities | 238 | (4) | 190 | 135 |
| Net cash provided by (used in) operating activities | 41,584 | 16,761 | (29,155) | 16,004 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | | |
| Payments for acquisitions, net of cash acquired | (1,022,361) | | (1,022,361) | |
| Proceeds from liquidation of available-for-sale investments | 64,623 | | 64,623 | |

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| | | | | |
|--|-------------------|-------------------|-------------------|-------------------|
| Purchase of property and equipment | (704) | (543) | (2,281) | (1,037) |
| Change in restricted cash | | | 138 | |
| Net cash used in investing activities | (958,442) | (543) | (959,881) | (1,037) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | | |
| Proceeds from the issuance of common stock in connection with stock option exercises | 1,358 | 985 | 1,932 | 1,597 |
| Net proceeds from the issuance of Exchangeable Senior Notes | (819) | | 387,181 | |
| Net proceeds from the issuance of 2023 Senior Notes | 462,340 | | 462,340 | |
| Net proceeds from the 2015 Term Loan Facility | 391,719 | | 391,719 | |
| Net proceeds from the issuance of ordinary shares | 475,627 | | 475,627 | |
| Proceeds from the issuance of common stock through warrant exercises | 4,769 | 7,628 | 14,693 | 31,172 |
| Proceeds from the issuance of common stock through ESPP programs | 1,541 | 649 | 1,541 | 649 |
| Repayment of the 2014 Term Loan Facility | (297,000) | | (297,000) | |
| Net cash provided by financing activities | 1,039,535 | 9,262 | 1,438,033 | 33,418 |
| Effect of foreign exchange rate changes on cash | 169 | (3) | (747) | (14) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 122,846 | 25,477 | 448,250 | 48,371 |
| CASH AND CASH EQUIVALENTS, beginning of the year | 544,211 | 103,374 | 218,807 | 80,480 |
| CASH AND CASH EQUIVALENTS, end of the period | \$ 667,057 | \$ 128,851 | \$ 667,057 | \$ 128,851 |

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Reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Income

(in thousands, except share and per share data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|--------------------|---------------------------|---------------------|
| | 2015 | 2014 | 2015 | 2014 |
| | (Unaudited) | | (Unaudited) | |
| Adjusted Non-GAAP Net Income: | | | | |
| GAAP Net Income (Loss) | \$ 31,814 | \$ (27,769) | \$ 12,261 | \$ (234,019) |
| Non-GAAP Adjustments: | | | | |
| Remeasurement of royalties for products acquired through business combinations | 14,277 | 13,033 | 14,277 | 13,033 |
| Vidara acquisition costs | 759 | 10,125 | 2,493 | 14,174 |
| Hyperion acquisition costs | 45,930 | | 47,850 | |
| Loss on derivative revaluation | | 10,965 | | 214,995 |
| Loss on induced conversion of debt and debt extinguishment | 67,080 | | 77,624 | |
| Amortization and accretion: | | | | |
| Intangible amortization expense | 31,832 | 5,029 | 49,510 | 10,056 |
| Amortization of debt discount and deferred financing costs | 5,622 | 2,333 | 7,848 | 4,666 |
| Accretion of royalty liabilities | 3,977 | 2,953 | 7,020 | 2,953 |
| Amortization of inventory step-up adjustment | 3,341 | | 6,495 | |
| Share-based compensation | 24,665 | 4,160 | 31,339 | 6,087 |
| Depreciation expense | 576 | 404 | 1,230 | 780 |
| Royalties for products acquired through business combinations (1) | (6,840) | (2,347) | (12,036) | (5,696) |
| Total of pre-tax non-GAAP adjustments | 191,219 | 46,655 | 233,650 | 261,048 |
| Income tax adjustments (2) | (161,135) | 880 | (159,506) | (225) |
| Total of non-GAAP adjustments | 30,084 | 47,535 | 74,144 | 260,823 |
| Adjusted Non-GAAP Net Income | \$ 61,898 | \$ 19,766 | \$ 86,405 | \$ 26,804 |
| Adjusted Non-GAAP Earnings Per Share: | | | | |
| Weighted average shares - Basic | 150,771,902 | 73,384,801 | 138,369,537 | 70,164,267 |
| Adjusted Non-GAAP Earnings Per Share - Basic: | | | | |
| GAAP earnings (loss) per share - Basic | \$ 0.21 | \$ (0.38) | \$ 0.09 | \$ (3.34) |
| Non-GAAP adjustments | 0.20 | 0.65 | 0.53 | 3.72 |

| | | | | |
|---|--------------------|-------------------|--------------------|-------------------|
| Adjusted Non-GAAP earnings per share - Basic | \$ 0.41 | \$ 0.27 | \$ 0.62 | \$ 0.38 |
| Weighted average shares - Diluted | | | | |
| Weighted average shares - Basic | 150,771,902 | 73,384,801 | 138,369,537 | 70,164,267 |
| Ordinary stock equivalents | 9,025,417 | 24,689,011 | 6,662,345 | 22,955,502 |
| Weighted average shares - Diluted | 159,797,319 | 98,073,812 | 145,031,882 | 93,119,769 |
| Adjusted Non-GAAP Net Income - Diluted | \$ 61,898 | \$ 19,766 | \$ 86,405 | \$ 26,804 |
| GAAP earnings (loss) per share - Diluted | \$ 0.20 | \$ (0.38) | \$ 0.08 | \$ (3.34) |
| Non-GAAP adjustments | 0.19 | 0.65 | 0.52 | 3.72 |
| Diluted earnings per share effect of ordinary share equivalents | | (0.07) | | (0.09) |
| Adjusted Non-GAAP earnings per share - Diluted | \$ 0.39 | \$ 0.20 | \$ 0.60 | \$ 0.29 |

- (1) Royalties for products acquired through business combinations relate to VIMOVO, ACTIMMUNE, RAVICTI and BUPHENYL.
- (2) Adjustments to convert the income tax benefit/expense to the estimated amount of taxes that are payable in cash.

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Additional GAAP to Non-GAAP Reconciliations

EBITDA, Gross Profit and Operating Cash Flow

(in thousands, except percentages)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-----------------------------|-------------|---------------------------|--------------|
| | 2015 | 2014 | 2015 | 2014 |
| | (Unaudited) | | (Unaudited) | |
| EBITDA and Adjusted EBITDA: | | | | |
| GAAP Net Income (Loss) | \$ 31,814 | \$ (27,769) | \$ 12,261 | \$ (234,019) |
| Depreciation | 576 | 404 | 1,230 | 780 |
| Amortization and accretion: | | | | |
| Intangible amortization expense | 31,832 | 5,029 | 49,510 | 10,056 |
| Accretion of royalty liabilities | 3,977 | 2,953 | 7,020 | 2,953 |
| Amortization of deferred revenue | (129) | (161) | (263) | (322) |
| Amortization of inventory step-up adjustment | 3,341 | | 6,495 | |
| Interest expense, net (including amortization of debt discount and deferred financing costs) | 19,448 | 4,207 | 29,480 | 8,414 |
| (Benefit) expense for income taxes | (160,680) | 880 | (158,767) | (225) |
| EBITDA | \$ (69,821) | \$ (14,457) | \$ (53,033) | \$ (212,363) |
| Non-GAAP adjustments: | | | | |
| Remeasurement of royalties for products acquired through business combinations | 14,277 | 13,033 | 14,277 | 13,033 |
| Vidara acquisition costs | 759 | 10,125 | 2,493 | 14,174 |
| Hyperion acquisition costs | 45,930 | | 47,850 | |
| Loss on derivative revaluation | | 10,965 | | 214,995 |
| Loss on induced conversion and debt extinguishment | 67,080 | | 77,624 | |
| Share-based compensation | 24,665 | 4,160 | 31,339 | 6,087 |
| Royalties for products acquired through business combinations (1) | (6,840) | (2,347) | (12,036) | (5,696) |
| Total of Non-GAAP adjustments | \$ 145,871 | \$ 35,936 | \$ 161,547 | \$ 242,593 |
| Adjusted EBITDA | \$ 76,050 | \$ 21,479 | \$ 108,513 | \$ 30,230 |
| Non-GAAP Gross Profit: | | | | |
| GAAP net sales | \$ 172,821 | \$ 66,062 | \$ 285,962 | \$ 117,988 |
| GAAP cost of goods sold | 61,826 | 24,810 | 90,679 | 32,429 |

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| | | | | |
|--|-------------------|------------------|--------------------|-------------------|
| GAAP gross profit | \$ 110,995 | \$ 41,252 | \$ 195,283 | \$ 85,559 |
| GAAP gross profit % | 64% | 62% | 68% | 73% |
| Non-GAAP Gross Profit: | | | | |
| GAAP gross profit | \$ 110,995 | \$ 41,252 | \$ 195,283 | \$ 85,559 |
| Non-GAAP gross profit adjustments: | | | | |
| Remeasurement of royalties for products acquired through business combinations | 14,277 | 13,033 | 14,277 | 13,033 |
| Intangible amortization expense (COGS only) | 31,628 | 5,029 | 49,105 | 10,056 |
| Accretion of royalty liabilities | 3,977 | 2,953 | 7,020 | 2,953 |
| Amortization of inventory step-up adjustment | 3,341 | | 6,495 | |
| Depreciation (COGS only) | 74 | 148 | 203 | 180 |
| Royalties for products acquired through business combinations (1) | (6,840) | (2,347) | (12,036) | (5,696) |
| Total of Non-GAAP adjustments | \$ 46,458 | \$ 18,816 | \$ 65,065 | \$ 20,526 |
| Non-GAAP gross profit | \$ 157,453 | \$ 60,068 | \$ 260,347 | \$ 106,085 |
| Non-GAAP gross profit % | 91% | 91% | 91% | 90% |
| Non-GAAP Cash Provided By Operating Activities: | | | | |
| GAAP cash (used in) provided by operating activities | \$ 41,584 | \$ 16,761 | \$ (29,155) | \$ 16,004 |
| Cash payments of Vidara acquisition costs | 11,272 | 3,369 | 13,092 | 8,464 |
| Cash payments for induced debt conversion | 4,776 | | 10,472 | |
| Cash payment for debt extinguishment | 45,367 | | 45,367 | |
| Payment of original issue discount on debt extinguishment | 3,000 | | 3,000 | |
| Cash payments of Hyperion acquisition costs | 23,596 | | 23,596 | |
| Non-GAAP cash provided by operating activities | \$ 129,595 | \$ 20,130 | \$ 66,372 | \$ 24,468 |

(1) Royalties for products acquired through business combinations relate to VIMOVO, ACTIMMUNE, RAVICTI and BUPHENYL.

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Horizon Pharma plc

Certain Income Statement Line Items - Non-GAAP Adjusted

For the Three Months Ended June 30, 2015

(Unaudited)

| | Sales | COGS | Development | Marketing | Administrative | Interest Expense | Loss on Induced Debt Conversion & Debt Extinguishment | Other (Income) Expense | Income Tax (Benefit) Expense |
|---|--------|---------|-------------|-----------|----------------|------------------|---|------------------------|------------------------------|
| Adjustments (in thousands): | | | | | | | | | |
| Debt conversion and debt extinguishment ⁽¹⁾ | | | | | | | 67,080 | | |
| Amortization costs ⁽²⁾ | | | | | 759 | | | | |
| Acquisition costs ⁽³⁾ | | | | | 36,930 | | | 9,000 | |
| Goodwill and accretion: | | | | | | | | | |
| Amortization expense ⁽⁴⁾ | | 31,628 | | 204 | | | | | |
| Amortization of debt discount and deferred financing costs ⁽⁵⁾ | | | | | | 5,622 | | | |
| Amortization of royalty liability ⁽⁶⁾ | | 3,977 | | | | | | | |
| Amortization of inventory step-up adjustment ⁽⁷⁾ | | 3,341 | | | | | | | |
| Amortization of intangible assets of royalties for products acquired through business combinations ⁽⁸⁾ | | 14,277 | | | | | | | |
| Amortization of compensation ⁽⁹⁾ | | | 2,212 | 5,735 | 16,718 | | | | |
| Amortization of expense ⁽¹⁰⁾ | | 74 | | | 502 | | | | |
| Amortization of products acquired through business combinations ⁽¹¹⁾ | | (6,840) | | | | | | | |
| Amortization of adjustments ⁽¹²⁾ | | | | | | | | | (161,135) |
| Non-GAAP adjustments | 46,458 | 2,212 | 5,939 | 54,909 | 5,622 | 67,080 | 9,000 | (161,135) | |

Horizon Pharma plc

Certain Income Statement Line Items - Non-GAAP Adjusted

For the Three Months Ended June 30, 2014

(Unaudited)

| | Sales | COGS | Development | Marketing | Administrative | Interest Expense | Derivative Loss (Income) | Other (Income) Expense | Income Tax (Benefit) Expense | Total |
|---------------------------------|-------|------|-------------|-----------|----------------|------------------|--------------------------|------------------------|------------------------------|-------|
| Non-GAAP Adjustments (in | | | | | | | | | | |

| thousands): | | | | | | | | | |
|---|---------------|------------|--------------|--------------|--------------|---------------|--------------|------------|---------------|
| Loss on derivative revaluation ⁽¹³⁾ | | | | | | 10,965 | | | 10,965 |
| Vidara acquisition costs ⁽²⁾ | | | 5,792 | | | | 4,333 | | 10,125 |
| Amortization and accretion: | | | | | | | | | |
| Intangible amortization expense ⁽⁴⁾ | 5,029 | | | | | | | | 5,029 |
| Amortization of debt discount and deferred financing costs ⁽⁵⁾ | | | | 2,333 | | | | | 2,333 |
| Accretion of royalty liability ⁽⁶⁾ | 2,953 | | | | | | | | 2,953 |
| Remeasurement of royalties for products acquired through business combinations ⁽⁸⁾ | 13,033 | | | | | | | | 13,033 |
| Stock-based compensation ⁽⁹⁾ | | 498 | 1,040 | 2,622 | | | | | 4,160 |
| Depreciation expense ⁽¹⁰⁾ | 148 | | | 256 | | | | | 404 |
| Royalties for products acquired through business combinations ⁽¹¹⁾ | (2,347) | | | | | | | | (2,347) |
| Income tax adjustments ⁽¹²⁾ | | | | | | | 880 | | 880 |
| Total of non-GAAP adjustments | 18,816 | 498 | 1,040 | 8,670 | 2,333 | 10,965 | 4,333 | 880 | 47,535 |

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Horizon Pharma plc

Certain Income Statement Line Items - Non-GAAP Adjusted

For the Six Months Ended June 30, 2015

(Unaudited)

| | Sales | COGS | Development | Marketing | Administrative Expenses | Interest & Debt Extinguishment | Loss on Induced Debt Conversion | Other (Income) Expense | Income Tax (Benefit) Expense | Total |
|---|-------|----------|-------------|-----------|-------------------------|--------------------------------|---------------------------------|------------------------|------------------------------|----------|
| Non GAAP Adjustments (in thousands): | | | | | | | | | | |
| Loss on induced conversion and debt extinguishment ⁽¹⁾ | | | | | | | 77,624 | | | 77,624 |
| Vidara acquisition costs ⁽²⁾ | | 23 | 94 | | 2,376 | | | | | 2,493 |
| Hyperion acquisition costs ⁽³⁾ | | | | | 37,850 | | | 10,000 | | 47,850 |
| Amortization and accretion: | | | | | | | | | | |
| Intangible amortization expense ⁽⁴⁾ | | 49,104 | | 406 | | | | | | 49,510 |
| Amortization of debt discount and deferred financing costs ⁽⁵⁾ | | | | | | 7,848 | | | | 7,848 |
| Accretion of royalty liability ⁽⁶⁾ | | 7,020 | | | | | | | | 7,020 |
| Amortization of inventory step-up adjustment ⁽⁷⁾ | | 6,495 | | | | | | | | 6,495 |
| Remeasurement of royalties for products acquired through business combinations ⁽⁸⁾ | | 14,277 | | | | | | | | 14,277 |
| Stock-based compensation ⁽⁹⁾ | | | 2,670 | 8,536 | 20,133 | | | | | 31,339 |
| Depreciation expense ⁽¹⁰⁾ | | 203 | | | 1,027 | | | | | 1,230 |
| | | (12,036) | | | | | | | | (12,036) |

| | | | | | | | | | |
|---|--------|-------|-------|--------|-------|--------|--------|-----------|-----------|
| Royalties for products acquired through business combinations ⁽¹¹⁾ | | | | | | | | | |
| Income tax adjustments ⁽¹²⁾ | | | | | | | | (159,506) | (159,506) |
| Total of non-GAAP adjustments | 65,087 | 2,764 | 8,942 | 61,386 | 7,848 | 77,624 | 10,000 | (159,506) | 74,144 |

Horizon Pharma plc

Certain Income Statement Line Items - Non-GAAP Adjusted

For the Six Months Ended June 30, 2014

(Unaudited)

| | Sales | COGS | Research & Development | Sales & Marketing | General & Administrative | Interest Expense | Derivative Loss (Income) | Other Income (Expense) | Income Tax Expense | Total |
|---|-------|---------|------------------------|-------------------|--------------------------|------------------|--------------------------|------------------------|--------------------|---------|
| Non-GAAP Adjustments (in thousands): | | | | | | | | | | |
| Loss on derivative revaluation ⁽¹³⁾ | | | | | | | 214,995 | | | 214,995 |
| Vidara acquisition costs ⁽²⁾ | | | | | 9,174 | | | 5,000 | | 14,174 |
| Amortization and accretion: | | | | | | | | | | |
| Intangible amortization expense ⁽⁴⁾ | | 10,056 | | | | | | | | 10,056 |
| Amortization of debt discount and deferred financing costs ⁽⁵⁾ | | | | | | 4,666 | | | | 4,666 |
| Accretion of royalty liability ⁽⁶⁾ | | 2,953 | | | | | | | | 2,953 |
| Remeasurement of royalties for products acquired through business combinations ⁽⁸⁾ | | 13,033 | | | | | | | | 13,033 |
| Stock-based compensation ⁽⁹⁾ | | | 798 | 1,624 | 3,665 | | | | | 6,087 |
| Depreciation expense ⁽¹⁰⁾ | | 180 | | | 600 | | | | | 780 |
| Royalties for products acquired | | (5,696) | | | | | | | | (5,696) |

| | | | | | | | | | |
|---|--------|-----|-------|--------|-------|---------|-------|-------|---------|
| through business combinations ⁽¹¹⁾ | | | | | | | | | |
| Income tax adjustments ⁽¹²⁾ | | | | | | | | (225) | (225) |
| Total of non-GAAP adjustments | 20,526 | 798 | 1,624 | 13,439 | 4,666 | 214,995 | 5,000 | (225) | 260,823 |

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NOTES FOR CERTAIN INCOME STATEMENT LINE ITEMS-NON-GAAP ADJUSTED

(in thousands)

- (1) During the three months ended June 30, 2015, the Company recorded a loss on induced debt conversions of \$67,080, which represented an early redemption payment of \$45,366, the write-down of \$16,733 in debt discount and deferred financing costs, \$4,635 in additional exchange consideration to debt holders and \$346 in expenses incurred in connection with the induced debt conversions. During the six months ended June 30, 2015, the Company recorded a loss on induced debt conversions of \$77,624, which represented an early redemption payment of \$45,366, the write-down of \$21,581 in debt discount and deferred financing costs, \$10,005 in additional exchange consideration to debt holders and \$672 in expenses incurred in connection with the induced debt conversions.
- (2) On September 19, 2014, the Company acquired Vidara Therapeutics International Public Limited Company (Vidara), through a reverse merger for stock and cash (Vidara Merger). Expenses, including legal and consulting fees, incurred in connection with the Vidara Merger, have been excluded as non-recurring items.
- (3) On May 7, 2015, the Company completed its acquisition of Hyperion Therapeutics, Inc. (Hyperion) pursuant to which the Company acquired all of the issued and outstanding shares of Hyperion s common stock for cash. Expenses, including legal and consulting fees, incurred in connection with the Hyperion acquisition, have been excluded as non-recurring items.
- (4) Intangible amortization expenses are associated with the Company s intellectual property rights, developed technology and customer relationships of VIMOVO, LODOTRA, RAYOS, ACTIMMUNE, RAVICTI and BUPHENYL.
- (5) Represents amortization of debt discount and deferred financing costs associated with the Company s debt.
- (6) Represents accretion expense associated with the ACTIMMUNE, VIMOVO, RAVICTI and BUPHENYL royalties.
- (7) In connection with the Hyperion acquisition, the RAVICTI and BUPHENYL inventory was stepped up in value to \$9,125 and during the three months ended June 30, 2015, the Company recognized in cost of goods sold \$3,379 of step-up inventory costs related to RAVICTI and BUPHENYL inventory sold. In connection with the Vidara Merger, the ACTIMMUNE inventory was stepped up in value to \$14,218 and during the first quarter of 2015, the Company recognized in cost of goods sold the remaining \$3,154 of step-up inventory costs related to ACTIMMUNE.

- (8) At the time of the Company's acquisition of the rights to VIMOVO, ACTIMMUNE, RAVICTI and BUPHENYL, the Company estimated the fair value of contingent royalties payable to third parties using an income approach under the discounted cash flow method, which included revenue projections and other assumptions the Company made to determine the fair value. If the Company significantly over performs or underperforms against its original revenue projections or it becomes necessary to make changes to assumptions as a result of a triggering event, the Company is required to reassess the fair value of the contingent royalties payable. Any subsequent adjustments to fair value is recorded in the period such adjustment is made as either an increase or decrease to royalties payable, with a corresponding increase or decrease in cost of goods sold, in accordance with established accounting policies.

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During the second quarter of 2015, the Company recorded a charge of \$14,277 to cost of goods sold to increase the amount of the contingent royalty liabilities relating to VIMOVO and ACTIMMUNE. During the second quarter of 2014, the Company recorded a charge of \$13,033 to cost of goods sold to increase the amount of the contingent royalty liability relating to VIMOVO.

- (9) Represents share-based compensation expense associated with the Company's stock option, restricted stock unit, and performance stock unit grants to its employees and non-employees, its cash-settled long-term incentive program, and its employee stock purchase plan.
- (10) Represents depreciation expense related to the Company's property, equipment and leasehold improvements.
- (11) Royalties of \$6,840 and \$12,036 were incurred during the three and six months ended June 30, 2015, respectively, based on each period's net sales for VIMOVO, ACTIMMUNE, RAVICTI and BUPHENYL, as applicable. Royalties of \$2,347 and \$5,696 were incurred during the three and six months ended June 30, 2014, respectively, based on each period's net sales for VIMOVO, ACTIMMUNE, RAVICTI and BUPHENYL, as applicable.
- (12) Represents adjustments to convert the income tax expense (benefit) to the estimated amount of taxes that are payable in cash.
- (13) During the three and six months ended June 30, 2014, the Company recorded non-cash charges related to the increase in the fair value of the embedded derivative associated with its convertible senior notes. The loss on the derivative revaluation was primarily due to an increase in the market value of the Company's common stock. The loss on derivative revaluation was a permanent tax difference and was not deductible for income tax reporting purposes.

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Horizon Pharma plc**Description of Hyperion acquisition related cash flows****For the three months ended June 30, 2015****(in thousands)****Financing cash flows:**

| | |
|---|------------|
| Net proceeds from the issuance of 2023 Senior Notes | \$ 462,340 |
| Net proceeds from the 2015 Term Loan Facility | 391,719 |
| Net proceeds from the issuance of ordinary shares | 475,627 |
| Repayment of the 2014 Term Loan Facility | (297,000) |

| | |
|----------------------------------|------------------|
| Net financing cash inflow | 1,032,686 |
|----------------------------------|------------------|

Operating cash flows:

| | |
|--|----------|
| Cash payment for debt extinguishment | (45,367) |
| Payment of original issue discount upon repayment of 2014 Term Loan Facility | (3,000) |
| Cash payments for Hyperion acquisition costs | (23,596) |

| | |
|-----------------------------------|-----------------|
| Net operating cash outflow | (71,963) |
|-----------------------------------|-----------------|

Investing cash flows:

| | |
|---|-------------|
| Payments for acquisitions, net of cash acquired | (1,022,361) |
| Proceeds from liquidation of available-for-sale investments | 64,623 |

| | |
|---|------------------|
| Net Investing cash outflow (Hyperion enterprise value) | (957,738) |
|---|------------------|

| | |
|---|-----------------|
| Net cash flows related to Hyperion acquisition | \$ 2,985 |
|---|-----------------|

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