

HORIZON PHARMA, INC.  
Form 4  
August 04, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ESSEX WOODLANDS HEALTH VENTURES FUND VII LP

(Last) (First) (Middle)

C/O HORIZON PHARMA, INC., 1033 SKOKIE BLVD., SUITE 355

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HORIZON PHARMA, INC. [HZNP]

3. Date of Earliest Transaction (Month/Day/Year)

08/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	08/02/2011		C	(A) Amount 1,431,467 (1)	A <u>1</u> 1,431,467	D	
Common Stock	08/02/2011		C	(A) Amount 179,317 (1)	A <u>1</u> 1,610,784	D	
Common Stock	08/02/2011		C	(A) Amount 362,366 (2)	A \$ 9 1,973,150	D	
Common Stock	08/02/2011		P	330,104	A \$ 9 2,303,254	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 3)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C		1,431,467	<u>(3)</u>	<u>(3)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C		179,317	<u>(3)</u>	<u>(3)</u>	Common Stock
Convertible Promissory Notes	\$ 9	08/02/2011		C		\$ 3,261,306.43	<u>(4)</u>	<u>(4)</u>	Common Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C <sup>(5)</sup>		67,970	<u>(6)</u>	10/31/2015 <sup>(6)</sup>	Series A Preferred Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C <sup>(5)</sup>		33,985	<u>(6)</u>	07/02/2016 <sup>(6)</sup>	Series A Preferred Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C <sup>(5)</sup>		42,484	<u>(6)</u>	09/25/2016 <sup>(6)</sup>	Series A Preferred Stock
Warrant to Purchase Common Stock	\$ 12.35	08/02/2011		C <sup>(5)</sup>	28,630		<u>(6)</u>	10/31/2015 <sup>(6)</sup>	Common Stock
	\$ 12.35	08/02/2011		C <sup>(5)</sup>	14,315		<u>(6)</u>	07/02/2016 <sup>(6)</sup>	

Warrant to  
Purchase  
Common  
Stock

Warrant to  
Purchase  
Common  
Stock

\$ 12.35    08/02/2011    C<sup>(5)</sup>    17,895    (6)    09/25/2016<sup>(6)</sup>

Com  
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ESSEX WOODLANDS HEALTH VENTURES FUND VII LP  
C/O HORIZON PHARMA, INC.  
1033 SKOKIE BLVD., SUITE 355  
NORTHBROOK, IL 60062

X

## Signatures

/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures VII, L.L.C., the general partner of Essex Woodlands Health Ventures VII, L.P., the general partner of Essex Woodlands Health Ventures Fund VII, L.P.

08/04/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Automatic conversion, in connection with the Issuer's initial public offering, of preferred stock into shares of common stock. Every 2.374 shares of preferred stock converted into one share of common stock upon the closing of the Issuer's initial public offering.
- (2) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes. These securities are preferred stock of the Issuer and did not have an expiration date. Prior to the Issuer's initial public offering of common stock, the securities were convertible at any time at the election of the holder. The securities automatically converted into shares of common stock upon the closing of the issuer's initial public offering of common stock.
- (3) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.
- (5) Automatic conversion, in connection with the Issuer's initial public offering, of warrants to purchase Series A Preferred Stock into warrants to purchase Common Stock. The warrants converted at a rate of 2.374 shares of Series A Preferred Stock to 1 share of Common Stock.
- (6) The warrants are immediately exercisable and shall terminate on the earlier of the expiration date referenced herein or the occurrence of other specified corporate transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.