

FORMELA JEAN FRANCOIS

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 *
FORMELA JEAN FRANCOIS

2. Issuer Name and Ticker or Trading Symbol

HORIZON PHARMA, INC. [HZNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

08/02/2011

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	08/02/2011		C	(A) Amount 1,577,819 (1)	1,577,819	I	See FN (2) (3)
Common Stock	08/02/2011		C	(A) Amount 179,740 (1)	1,757,559	I	See FN (2) (4)
Common Stock	08/02/2011		C	(A) Amount 387,034 (5)	\$ 9 2,144,593	I	See FN (2) (6)
Common Stock	08/02/2011		C	(A) Amount 7,086 (5)	\$ 9 2,151,679	I	See FN (2) (7)
Common Stock	08/02/2011		C	(A) Amount 11,834 (5)	\$ 9 2,163,513	I	See FN (2) (8)

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Common Stock	08/02/2011	P	352,576	A	\$ 9	2,516,089	I	See FN <u>(2)</u> <u>(6)</u>
Common Stock	08/02/2011	P	6,456	A	\$ 9	2,522,545	I	See FN <u>(2)</u> <u>(7)</u>
Common Stock	08/02/2011	P	10,782	A	\$ 9	2,533,327	I	See FN <u>(2)</u> <u>(8)</u>
Common Stock						2,859,851	I	See FN <u>(2)</u> <u>(9)</u>

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

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series A Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C	1,577,819	<u>(10)</u>	<u>(10)</u>	Common Stock	1,577,819
Series B Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C	179,740	<u>(10)</u>	<u>(10)</u>	Common Stock	179,740
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 3,483,320.16	<u>(11)</u>	<u>(11)</u>	Common Stock	3,483,320.16
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 63,784.09	<u>(11)</u>	<u>(11)</u>	Common Stock	63,784.09
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 106,520.53	<u>(11)</u>	<u>(11)</u>	Common Stock	106,520.53

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORMELA JEAN FRANCOIS C/O HORIZON PHARMA, INC. 1033 SKOKIE BLVD., SUITE 355 NORTHBROOK, IL 60062	X	X		

Signatures

/s/ Kristen Laguerre, 08/04/2011
 Attorney-in-Fact

**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) The Reporting Person is a director of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, L.P., the general partner of Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVE") and Atlas Venture Fund VI, L.P. ("Venture") and the managing limited partner of Atlas Fund VI GmbH & Co. KG ("GmbH"). In such capacities he may be deemed to beneficially own these shares. The Reporting Person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- (3) Includes 46,003 shares held of record by AVE, 27,544 shares held of record by GmbH and 1,504,272 shares held by Venture.
- (4) Includes 5,240 shares held of record by AVE, 3,137 shares held of record by GmbH and 171,363 shares held by Venture.
- (5) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes.
- (6) Securities held in the name of Venture.
- (7) Securities held in the name of GmbH.
- (8) Securities held in the name of AVE.
- (9) Includes 9,520 shares held of record by AVE, 5,700 shares held of record by GmbH and 311,304 by Venture.
- (10) 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.
- (11) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.

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.