HORIZON PHARMA, INC.

Form 4

August 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

HORIZON PHARMA, INC. [HZNP]

(Check all applicable)

Officer (give title

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director X 10% Owner

_ Other (specify

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

(Street)

355

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

08/02/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

NORTHBROOK, IL 60062

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of	, or Beneficial	ly 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 omr Disposed of (Instr. 3, 4 and	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2011		Code V C	Amount 1,431,467 (1)	(D)	Price (1)	(Instr. 3 and 4) 1,431,467	D	
Common Stock	08/02/2011		С	179,317 (1)	A	(1)	1,610,784	D	
Common Stock	08/02/2011		С	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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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)			Acquired (A) or of (D)	6. Date Exerc Expiration D (Month/Day/	7. Title Under (Instr.	
	Security							Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	Œ	08/02/2011		Code	V	(A)	(D) 1,431,467	(3)	(3)	Com
Series B Convertible Preferred Stock	(1)	08/02/2011		С			179,317	(3)	(3)	Com
Convertible Promissory Notes	\$ 9	08/02/2011		C			\$ 3,261,306.43	<u>(4)</u>	<u>(4)</u>	Com
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C <u>(5)</u>			67,970	<u>(6)</u>	10/31/2015 <u>(6)</u>	Serie Prefe Sto
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C <u>(5)</u>			33,985	<u>(6)</u>	07/02/2016 <u>(6)</u>	Serie Prefe Sto
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C(5)			42,484	<u>(6)</u>	09/25/2016 <u>(6)</u>	Serie Prefe Sto
Warrant to Purchase Common Stock	\$ 12.35	08/02/2011		C(5)	2	28,630		<u>(6)</u>	10/31/2015 <u>(6)</u>	Com
	\$ 12.35	08/02/2011		C(5)		14,315		<u>(6)</u>	07/02/2016(6)	

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Warrant to Com Purchase Sto Common Stock Warrant to Purchase (6) 09/25/2016(6) \$ 12.35 08/02/2011 $C^{(5)}$ 17.895 Common Sto

Reporting Owners

Reporting Owner Name / Address

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

Signatures

Stock

/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.
- (4) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.
- Automatic conversion, in connection with the Issuer's initial public offering, of warrants to purchase Series A Preferred Stock into

 (5) 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 occurence of other specified corporate transactions.

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