

HORIZON PHARMA, INC.  
Form DEFA14A  
June 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 240.14a-12

**Horizon Pharma, Inc.**

(Name of Registrant as Specified In Its Charter)

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(4) Date Filed:

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of the Securities Exchange Act of 1934

Filing by: Horizon Pharma, Inc.

Subject Company: Horizon Pharma, Inc.

SEC File No. of Horizon Pharma, Inc.: 001-35238

This Schedule 14A filing consists of a presentation that will be used by Horizon Pharma, Inc. ( Horizon ) in investor meetings and conferences beginning on June 23, 2014. Certain information contained in the presentation relating to Vidara Therapeutics International Ltd. ( Vidara ) and ACTIMMUNE<sup>®</sup> has been provided by Vidara.

### **Forward Looking Statements**

The presentation contains forward-looking statements, including, but not limited to, statements related to the anticipated consummation of a business combination transaction between Horizon and Vidara and the timing and benefits thereof, Horizon's and the combined company's strategy, plans, objectives, expectations (financial or otherwise) and intentions, future financial results and growth potential, anticipated product portfolio, development programs and management structure, and other statements that are not historical facts. These forward-looking statements are based on Horizon's current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to Horizon's ability to complete the transaction with Vidara on the proposed terms and schedule; risks associated with business combination transactions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the transaction will not occur; risks related to future opportunities and plans for Horizon, as well as the combined company, including uncertainty of the expected financial performance and results; disruption from the proposed transaction, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the proposed merger and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies; and the possibility that if the combined company does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts or investors, the market price of the combined company's shares could decline, as well as other risks related to Horizon's business, including Horizon's dependence on sales of DUEXIS and VIMOVO and its ability to increase sales of its DUEXIS, VIMOVO and RAYOS/LODOTRA products; competition, including potential generic competition; the ability of Horizon to protect its intellectual property and defend its patents; regulatory obligations and oversight; and those risks detailed from time-to-time under the caption Risk Factors and elsewhere in Horizon's SEC filings and reports, including in its Annual Report on Form 10-K for the year ended December 31, 2013. Horizon undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or changes in its expectations.

### **Additional Information and Where to Find It**

In connection with the proposed transaction with Vidara, Horizon and Vidara will be filing documents with the SEC, including the filing by Horizon of a preliminary and definitive proxy statement/prospectus relating to the proposed transaction and the filing by Vidara of a registration statement on Form S-4 that will include the proxy statement/prospectus relating to the proposed transaction. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to Horizon stockholders in connection with the

proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4 AND THE RELATED PRELIMINARY AND DEFINITIVE PROXY/PROSPECTUS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HORIZON, VIDARA AND THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov), by directing a request to Horizon's Investor Relations department at Horizon Pharma, Inc., Attention: Investor Relations, 520 Lake Cook Road, Suite 520, Deerfield, IL 60015 or to Horizon's Investor Relations department at 224-383-3000 or by email to [investor-relations@horizonpharma.com](mailto:investor-relations@horizonpharma.com). Investors and security holders may obtain free copies of the documents filed with the SEC on Horizon's website at [www.horizonpharma.com](http://www.horizonpharma.com) under the heading "Investors" and then under the heading "SEC Filings".

Horizon and its directors and executive officers and Vidara and its directors and executive officers may be deemed participants in the solicitation of proxies from the stockholders of Horizon in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the proposed transaction will be included in the proxy statement/prospectus described above. Additional information regarding the directors and executive officers of Horizon is also included in Horizon's Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on March 13, 2014. These documents are available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from Investor Relations at Horizon as described above.

This communication does not constitute an offer to sell, or the solicitation of an offer to sell, or the solicitation of an offer to subscribe for or buy, any securities nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

NASDAQ: HZNP

June 2014

Filed under Rule 14a-12 of the Securities Exchange Act of 1934

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The following is a slide presentation relating to the proposed transactions

described therein that was made available beginning on June 23, 2014.  
Horizon Pharma, Inc.

#### Forward-Looking Statements

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and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward looking a result of these risks and uncertainties, which include, without limitation, risks related to Horizon Pharma's ability to complete with Vidara on the proposed terms and schedule; risks associated with business combination transactions, such as the risk that will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that benefits of the transaction will not occur; risks related to future opportunities and plans for Horizon Pharma, as well as the combined company, including uncertainty of the expected financial performance and results; disruption from the proposed transaction, making it difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of and may impact the calculations of, the acquisition price in connection with the proposed merger and the allocation of such acquisition to the net assets acquired in accordance with applicable accounting rules and methodologies; and the possibility that if the combination does not achieve the perceived benefits of the proposed transaction as rapidly or to the extent anticipated by financial analysts, the market price of the combined company's shares could decline, as well as other risks related to Horizon Pharma's business operations, including Horizon Pharma's dependence on sales of DUEXIS and VIMOVO and its ability to increase sales of its DUEXIS, VIMOVO and other products; competition, including potential generic competition; the ability of Horizon Pharma to protect its intellectual property, patents; regulatory obligations and oversight; and those risks detailed from time-to-time under the caption "Risk Factors" and in Horizon Pharma's SEC filings and reports, including in its Annual Report on Form 10-K for the year ended December 31, 2013. Horizon Pharma undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information or future events or changes in its expectations.

Additional Information

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This communication does not constitute an offer to sell, or the solicitation of an offer to sell, or the solicitation of an offer to subscribe for or buy, any securities nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

For full prescribing information refer to product websites.

Note Regarding Use of Non-GAAP Financial Measures

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Horizon Pharma provides non-GAAP net income (loss) and net income (loss) per share financial measures that include adjustments to GAAP figures. These adjustments to GAAP exclude non-cash items such as stock compensation and depreciation and amortization, cash interest expense, and other non-cash charges. Certain one-time or substantive events may also be included in the non-GAAP adjustments periodically when their magnitude is significant within the periods incurred. EBITDA, or earnings before interest, depreciation and amortization, is also used and provided by Horizon Pharma as a non-GAAP financial measure. Horizon Pharma

that these non-GAAP financial measures, when considered together with the GAAP figures, can enhance an overall understanding of Horizon Pharma's financial performance. The non-GAAP financial measures are included with the intent of providing investors with a more complete understanding of operational results and trends. In addition, these non-GAAP financial measures are among the key performance indicators Horizon Pharma's management uses for planning and forecasting purposes and measuring Horizon Pharma's performance. These non-GAAP financial measures should be considered in addition to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. The non-GAAP financial measures used by Horizon Pharma may be calculated differently and therefore may not be comparable to, non-GAAP financial measures used by other companies.

- (1)  
On a non-GAAP basis
- (2)  
Pending the closing of the acquisition of Vidara Therapeutics International Ltd. which is expected this summer
- (3)  
RAYOS is known as LODOTRA outside the United States  
Profitable

(1)  
, specialty pharma company with accelerating growth  
Integrated commercial model with analytics as its foundation

Four  
products  
targeting  
unmet  
therapeutic  
needs  
in  
primary  
care,  
orphan  
diseases

(2)  
and specialty segments

VIMOVO

®  
(naproxen/esomeprazole)

DUEXIS

®  
(ibuprofen/famotidine)

ACTIMMUNE

®  
(interferon gamma 1b)  
(2)

RAYOS

®  
(prednisone) delayed-release tablets  
(3)

Tax efficient corporate platform facilitating an aggressive business  
development strategy via product/company acquisitions

(2)  
Proven leadership team

5  
Horizon Pharma Overview

Accelerating Growth in Revenues and EBITDA

6

~497% Year-over-Year

Net Sales Growth

2011

2012

2013



2014E

(1)

1Q 2013

1Q 2014

\$6.9

\$18.8

\$74.0

\$275.0

\$8.7

\$51.9

\$(46.8)

\$(73.3)

\$(33.5)

\$(16.6)

\$11.0

\$(150.0)

\$(100.0)

\$(50.0)

\$-

\$50.0

\$100.0

\$150.0

\$200.0

\$250.0

\$300.0

Net Sales

Adjusted EBITDA

(1)

Midpoint of 2014 guidance provided on May 9, 2014 for net sales of \$270 - \$280 million and adjusted EBITDA of \$80 - \$90 million, based on an assumed period of August through December 2014 and excluded transaction related expenses. By this presentation, Horizon is providing updated 2014 guidance.

\$85.0

7  
Integrated Commercial Model  
Leading-Edge, Value-Based Analytics  
Differentiated  
Sales Approach  
Do What is Right  
for the Patient

Optimize  
Value  
Prescriptions  
Made Easy

Rep profile  
B2B

Funnel  
management

Optimized targeting

Total office and  
pharmacy call

Uncapped incentives

\$0 co-pay program

Ensure ubiquity

Align WAC and  
co-pay

Maximize net  
revenues

Understand the  
interplay of  
pricing, managed  
care control and  
script volume

Eliminate script  
fulfillment friction

Specialty pharmacy  
channel

HZNP guarantees  
reimbursement

Integrated Commercial Model (*continued*)

DUEXIS Unique Prescribers and Adopters Continue to Grow

8

Added 200+ new writers every week for last 20 months

(1)

Source: IMS Xponent data

Number of Unique Writers

(1)  
13% increase over last 3 months  
Number of Unique Adopters (5+ TRx)

(1)  
19% increase over last 3 months  
Unique Prescribers

+13%  
Unique Adopters (5+ Rx/week)

+19%

~35% of DUEXIS Prescriptions Through PME (May 2014)

Rx Filled  
Refill Rate  
(May  
2014)  
(2)  
Fill Rate

(1)

9

Prescriptions-Made-Easy

(PME) Specialty

Pharmacy Program Driving Prescriptions

2013

2014

(1)

National Average fill rate calculated by subtracting IMS Monthly Claims national average rejections and reversals from total patients with a claim adjudicated (1 - rejections - reversals) and Pharmacy Pilot fill rate based on total patients contacted by the pharmacy with insurance information and fill their prescription (total patients that fill Rx / total patients that are contacted and have insurance)

(2)

National Average refill rate based on IMS NPA Monthly

Primary Care

Orphan Diseases

10

Four US Products in Three Market Segments

(1)

Pending the closing of the acquisition of Vidara Therapeutics International Ltd. which is expected this summer

(2)



RAYOS is known as LODOTRA outside of the United States

(1)

Specialty

250 sales reps

PCPs

Ortho surgeons

Podiatrists

Six sales reps

40 sales reps

Rheumatologists

(2)

Academic medical  
centers

Family Practice ID and  
Immunology

11

(1)

Singh and Rosen Ramey. *J Rheumatol.* 1998;51(suppl):8-16.

(2)

Geis et al. *J Rheumatol.* 1996;18:11-14

(3)

M. Wolfe, et.al.; Gastrointestinal Toxicity of Nonsteroidal Anti-inflammatory Drugs; *NEJM*; vol. 340; no. 24; June 1999.

(4)  
BMC Musculoskeletal Disorders 2006, 7:79

(5)  
Sturkenboom, et.al.; Aliment Pharmacol Ther 2003; 18:1137-1147

GI intolerance incidence: up to 50%  
(1)

Endoscopic ulcers incidence: 15-46%  
(2)

Leads to 107k hospitalizations and 16.5k deaths  
per year  
(3)

76% of MDs do not prescribe concomitant GI  
therapy  
(4)

37% of patients non-compliant; increased to  
61% by the 3rd prescription  
(5)

Novel, proprietary formulations of two of the most prescribed  
NSAIDs combined with a GI protectant in a single pill

NSAID-INDUCED  
GI TOXICITY  
POOR PHYSICIAN AND  
PATIENT COMPLIANCE

VIMOVO

VIMOVO

DUEXIS

DUEXIS

Naproxen

NSAID

Ibuprofen

Esomeprazole

magnesium (PPI)

GI

Protectant

Famotidine

(H<sub>2</sub>

antagonist)

BID

Dosing

TID

VIMOVO & DUEXIS

Addressing an Unmet Medical Need

VIMOVO as the *Smarter Naproxen*  
There is only ~30% TRx overlap of  
VIMOVO  
and  
DUEXIS  
prescribers  
(1)

VIMOVO

Prescribers

DUEXIS

DUEXIS

Prescribers

Prescribers

Weekly New Rx (k)

Product Positioning

Minimal Overlap with

Existing Targets

Underlying Market Potential

leading to limited overlap in existing  
writers of VIMOVO and DUEXIS

The market potential for ibuprofen and  
naproxen underlying NSAID is large,  
segmented, and largely untapped

VIMOVO and DUEXIS are  
highly synergistic and meet different  
patient needs

12

Significant Market Opportunity for both  
VIMOVO and DUEXIS with Minimal Overlap

Focus on HCPs that need an NSAID,  
but are also *concerned with*  
protection  
(gold-standard protection,  
etc.)

Focus on underlying Naproxen  
prescribers

Focus on HCPs that need *best-in-*  
class pain relief and protection  
(rapid onset, gold standard  
efficacy, etc.)

Focus on underlying Ibuprofen  
prescribers  
DUEXIS as the *Smarter Ibuprofen*  
(1)

Source: Healthcare Analytics (SHA) Prescriber Level Data from June 2013 August 2013

(naproxen/esomeprazole magnesium)

Delayed-Release Tablets

375/20 and 500/20 mg

Indicated for the relief of signs and symptoms of osteoarthritis, rheumatoid arthritis and ankylosing spondylitis and to decrease the risk of developing gastric ulcers in patients at risk of developing NSAID-associated gastric ulcers

See

full  
prescribing  
information  
at  
[www.vimovo.com](http://www.vimovo.com)

Highly Synergistic VIMOVO Acquisition

(1)

AstraZeneca Annual Reports

Product Highlights

Product Highlights

Acquired Nov. 18, 2013 from



AstraZeneca

\$35 million one time payment

Leverages existing commercial  
infrastructure

Focus on commercial payors

Maximizing value through price and  
lower patient co-pay

Rapid growth in VIMOVO revenues

14

Net Sales

Net Sales

(1)

(1)

Perfect example of value arbitrage we are trying to capture in our BD strategy

VIMOVO Off to Strong Start in 2014  
LARGE MARKET  
OPPORTUNITY  
COMMERCIAL  
DYNAMICS  
EXECUTION

Large NSAID market  
(>100M TRx/year)

Naproxen NSAID in  
U.S. with over 16M  
TRx/year

Peak annual  
VIMOVO demand of  
~600k scripts and  
run rate of ~300k  
scripts at YE13

Branded NSAIDs in Tier  
3 position

VIMOVO priced at  
monthly WAC of \$799,  
WAC/TRx of ~\$820

84% of claims  
approved

\$0 target co-pay

May 2014 NRx +2% vs.  
April 2014

May 2014 TRx +4% vs.  
April 2014

May 2014 TRx dollars  
of ~\$21.6M

April 2014 TRx dollars  
of ~\$20.8M

15  
250 Primary Care Reps + 40 Specialty Reps Selling VIMOVO  
HZNP

Full Launch of VIMOVO on February 3, 2014

Source: IMS NPA Monthly data; IMS Claims data Commercial Only

For the relief of signs and symptoms of  
rheumatoid arthritis and osteoarthritis and to  
decrease the risk of developing upper  
gastrointestinal ulcers in patients who are taking  
ibuprofen for those indications

See  
full

prescribing  
information  
at  
[www.DUEXIS.com](http://www.DUEXIS.com)

DUEXIS Scripts Continue to Grow  
250 Sales Reps Promoting to Primary Care and ORS  
17  
LARGE MARKET  
OPPORTUNITY  
MANAGED  
CARE

EXECUTION

Large NSAID market  
(100M+ TRx/year)

Ibuprofen is leading  
NSAID in U.S. with  
over 33M TRx/year

Branded NSAIDs in Tier  
3 position

Monthly WAC of \$799,  
average WAC/Rx of  
~\$720

82% of claims  
approved

\$0 target co-pay

NRx/TRx continue to  
grow

May 2014 TRx +8% vs.