

Johann Peter
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 *
Johann Peter

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2011

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

NORTHRIDGE, IL 60062

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|----------------|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 08/02/2011 | | C | | 401,927 (1) | A | Ⓣ | 401,927 | I | See FN (2) (3) |
| Common Stock | 08/02/2011 | | C | | 555,956 (1) | A | Ⓣ | 957,883 | I | See FN (3) (4) |
| Common Stock | 08/02/2011 | | C | | 44,364 (1) | A | Ⓣ | 1,002,247 | I | See FN (2) (3) |
| Common Stock | 08/02/2011 | | C | | 61,366 (1) | A | Ⓣ | 1,063,613 | I | See FN (3) (4) |
| Common Stock | 08/02/2011 | | C | | 89,652 (5) | A | \$ 9 | 1,153,265 | I | See FN (2) (3) |

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| | | | | | | | | |
|--------------|------------|---|----------------|---|------|-----------|---|-------------------|
| Common Stock | 08/02/2011 | C | 124,007 (5) | A | \$ 9 | 1,277,272 | I | See FN (3) (4) |
| Common Stock | 08/02/2011 | P | 81,671 | A | \$ 9 | 1,358,943 | I | See FN (2) (3) |
| Common Stock | 08/02/2011 | P | 112,968 | A | \$ 9 | 1,471,911 | I | See FN (3) (4) |
| Common Stock | | | | | | 1,523,642 | I | See FN (2) (3) |
| Common Stock | | | | | | 1,595,198 | I | See FN (3) (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) (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 | (1) | 08/02/2011 | | C | 401,927 | (6) | (6) | Common Stock | 401,927 |
| Series A Convertible Preferred Stock | (1) | 08/02/2011 | | C | 555,956 | (1) | (1) | Common Stock | 555,956 |
| Series B Convertible Preferred Stock | (1) | 08/02/2011 | | C | 44,364 | (6) | (6) | Common Stock | 44,364 |
| Series B Convertible Preferred Stock | (1) | 08/02/2011 | | C | 61,366 | (1) | (1) | Common Stock | 61,366 |
| Convertible Promissory | \$ 9 | 08/02/2011 | | C | \$ 806,879.04 | (7) | (7) | Common Stock | 806,879.04 |

Notes

Convertible
Promissory
Notes

\$ 9

08/02/2011

C

\$
1,116,079.76

(7)

(7)

Common
Stock

124

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johann Peter C/O HORIZON PHARMA, INC. 1033 SKOKIE BLVD., SUITE 355 NORTHRIDGE, IL 60062 | X | | | |

Signatures

/s/ Robert J. De Vaere,
Attorney-in-Fact

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) The securities are held of record by NGN Biomed Opportunity I GmbH & Co. Beteiligungs KG ("NGN Biomed").
The reporting person is a Managing General Partner of NGN Capital LLC, which is the general partner of the general partner of NGN BioMed and is the managing limited partner of NGN BioMed GMBH. The Reporting Person disclaims beneficial ownership with respect to these securities, except to the extent of his pecuniary interest therein.
- (3) The securities are held of record by NGN Biomed Opportunity I, L.P. ("NGN Biomed").
- (4) 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.
- (5) 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.