

Himawan Jeff  
 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 \*  
 Himawan Jeff

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)

NORTHBROOK, 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/02/2011                           |  | C                              | (A)<br>Amount<br>1,431,467<br>(1)                                 | A \$ 1,431,467  | I  | See FN (2)  |
| Common Stock                    | 08/02/2011                           |  | C                              | (A)<br>Amount<br>179,317<br>(1)                                   | A \$ 1,610,784  | I  | See FN (2)  |
| Common Stock                    | 08/02/2011                           |  | C                              | (A)<br>Amount<br>362,366<br>(3)                                   | A \$ 9 1,973,150  | I  | See FN (2)  |
| Common Stock                    | 08/02/2011                           |  | P                              | 330,104   | A \$ 9 2,303,254  | I  | See FN (2)  |

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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**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>(4)</u>   | <u>(4)</u>                | Common Stock                              |
| Series B Convertible Preferred Stock         | <u>(1)</u>   | 08/02/2011                           |  | C                              |  | 179,317         | <u>(4)</u>   | <u>(4)</u>                | Common Stock                              |
| Convertible Promissory Notes                 | \$ 9   | 08/02/2011                           |  | C                              |  | \$ 3,261,306.43 | <u>(5)</u>   | <u>(5)</u>                | Common Stock                              |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201   | 08/02/2011                           |  | C <sup>(6)</sup>               |  | 67,970          | <u>(7)</u>   | 10/31/2015 <sup>(7)</sup> | Series A Preferred Stock                  |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201   | 08/02/2011                           |  | C <sup>(6)</sup>               |  | 33,985          | <u>(7)</u>   | 07/02/2016 <sup>(7)</sup> | Series A Preferred Stock                  |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201   | 08/02/2011                           |  | C <sup>(6)</sup>               |  | 42,484          | <u>(7)</u>   | 09/25/2016 <sup>(7)</sup> | Series A Preferred Stock                  |
| Warrant to Purchase Common Stock             | \$ 12.35   | 08/02/2011                           |  | C <sup>(6)</sup>               | 28,630   |                 | <u>(7)</u>   | 10/31/2015 <sup>(7)</sup> | Common Stock                              |
|  | \$ 12.35   | 08/02/2011                           |  | C <sup>(6)</sup>               | 14,315   |                 | <u>(7)</u>   | 07/02/2016 <sup>(7)</sup> |   |

Warrant to  
Purchase  
Common  
Stock

Com  
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Warrant to  
Purchase  
Common  
Stock

\$ 12.35      08/02/2011      C<sup>(6)</sup>      17,895      <sup>(7)</sup>      09/25/2016<sup>(7)</sup>

Com  
Sto

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Himawan Jeff<br>C/O HORIZON PHARMA, INC.<br>1033 SKOKIE BLVD., SUITE 355<br>NORTHBROOK, IL 60062 | X             | X         |         |       |

## Signatures

/s/ Jeff  
Himawan      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.  
The securities are held directly by Essex Woodlands Health Ventures Fund VII, L.P. (the "Fund"). The Reporting Person is a manager of Essex Woodlands Health Ventures VII, L.L.C., which is the general partner of Essex Woodlands Health Ventures VII, L.P., the general partner of the Fund. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (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.  
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.
- (4) 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.