

Birner Hubert
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 *
Birner Hubert

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	08/02/2011		C		113,361 (1)	A	\$ 113,361	I	See FN (2)
Common Stock	08/02/2011		C		20,646 (1)	A	\$ 134,277	I	See FN (2)
Common Stock	08/02/2011		C		27,371 (3)	A	\$ 9 161,648	I	See FN (2)
Common Stock	08/02/2011		P		33,882	A	\$ 9 195,530	I	See FN (2)
Common Stock							210,120	I	See FN (2)

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Common Stock	08/02/2011	C	409,116 (1)	A	Ⓛ	409,116	I	See FN (2)
Common Stock	08/02/2011	C	74,511 (1)	A	Ⓛ	483,627	I	See FN (4)
Common Stock	08/02/2011	C	98,784 (3)	A	\$ 9	582,411	I	See FN (4)
Common Stock	08/02/2011	P	122,280	A	\$ 9	704,691	I	See FN (4)
Common Stock						757,347	I	See FN (4)

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

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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 Number of Shares
Series A Convertible Preferred Stock	Ⓛ	08/02/2011		C	401,927	(5)	(5)	Common Stock	401,927
Series A Convertible Preferred Stock	Ⓛ	08/02/2011		C	555,956	(1)	(1)	Common Stock	555,956
Series B Convertible Preferred Stock	Ⓛ	08/02/2011		C	44,364	(5)	(5)	Common Stock	44,364
Series B Convertible Preferred Stock	Ⓛ	08/02/2011		C	61,366	(1)	(1)	Common Stock	61,366
Convertible Promissory	\$ 9	08/02/2011		C	\$ 806,879.04	(6)	(6)	Common Stock	89,573

Notes

Convertible
Promissory
Notes

\$ 9

08/02/2011

C

\$
1,116,079.76

(6)

(6)

Common
Stock

124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birner Hubert C/O HORIZON PHARMA, INC. 1033 SKOKIE BLVD., SUITE 355 NORTHBROOK, 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 TVM Life Science Ventures VI, L.P. ("TVM VI"). The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (3) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes.
- (4) The securities are held of record by TVM Life Science Ventures VI GmbH & Co. KG ("TVM VI GmbH"). The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein
- (5) 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.
- (6) 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.