

Birner Hubert
Form 3
July 28, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Birner Hubert

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/28/2011

3. Issuer Name and Ticker or Trading Symbol
HORIZON PHARMA, INC. [HZNP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

C/O HORIZON PHARMA,
INC.,Â 1033 SKOKIE BLVD.,
SUITE 355

(Street)

NORTHBROOK,Â ILÂ 60062

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

14,590

I

See Footnote ⁽¹⁾

Common Stock

52,656

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	113,361	\$ (3)	I	See Footnote (1)
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	409,116	\$ (3)	I	See Footnote (2)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	20,646	\$ (3)	I	See Footnote (1)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	74,511	\$ (3)	I	See Footnote (2)
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	246,038.89 (4)	\$ (4)	I	See Footnote (1)
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	887,941.6 (4)	\$ (4)	I	See Footnote (2)

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	Â X	Â	Â	Â

Signatures

/s/ Hubert Birner 07/28/2011

Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Held of record by TVM Life Science Ventures VI, L.P. ("TVM VI").

(2) Held of record by TVM Life Science Ventures VI GmbH & Co. KG ("TVM VI GmbH")

(3) The shares of Series A Preferred Stock and Series B Preferred Stock have no expiration date and are convertible at any time at the election of the holder and will automatically convert into shares of common stock in connection with the Issuer's initial public offering. Every 2.374 shares of preferred stock will automatically convert into one share of common stock upon the closing of the Issuer's initial public offering.

(4) Principal and accrued interest will convert upon the Issuer's initial public offering into shares of Common Stock at a conversion price equal to the lesser of (i) the public offering price of the Common Stock sold in the Issuer's initial public offering, or (ii) \$18.92. Amounts shown are reported in US dollars and include interest accrued through the date hereof; additional interest will accrue prior to conversion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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