

FORMELA JEAN FRANCOIS
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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â FORMELA JEAN FRANCOIS		(Month/Day/Year)	HORIZON PHARMA, INC. [HZNP]	
(Last)	(First)	(Middle)		
C/O HORIZON PHARMA, INC., Â 1033 SKOKIE BLVD., SUITE 355			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NORTHBROOK, Â IL Â 60062			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	326,524	I	See Footnote <u>(1)</u> <u>(2)</u>

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
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	1,577,819 (4)	\$ (3)	I	See Footnotes (2) (4)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	179,740 (5)	\$ (3)	I	See Footnotes (2) (5)
Convertible Promissory Notes	Â (6)	Â (6)	Common Stock	3,478,905.84 (6)	\$ (6)	I	See Footnotes (2) (7)
Convertible Promissory Notes	Â (6)	Â (6)	Common Stock	63,703.26 (6)	\$ (6)	I	See Footnotes (2) (8)
Convertible Promissory Notes	Â (6)	Â (6)	Common Stock	106,385.54 (6)	\$ (6)	I	See Footnotes (2) (9)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FORMELA JEAN FRANCOIS
C/O HORIZON PHARMA, INC.
1033 SKOKIE BLVD., SUITE 355
NORTHBROOK, IL 60062

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Signatures

/s/ Kristen Laguerre,
Attorney-in-Fact

07/28/2011

**Signature of Reporting Person

Date

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) Includes 9,520 shares held of record by Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVE"), 5,700 shares held of record by Atlas Fund VI GmbH & Co. KG ("GmbH") and 311,304 by Atlas Venture Fund VI, L.P. ("Venture").

(2) The Reporting Person is a director of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, L.P., the general partner of AVE and Venture and the managing limited partner of GmbH. In such capacities he may be deemed to beneficially own these shares. The Reporting Person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

(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. 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) Includes 46,003 shares held of record by AVE, 27,544 shares held of record by GmbH and 1,504,272 shares held by Venture.

(5) Includes 5,240 shares held of record by AVE, 3,137 shares held of record by GmbH and 171,363 shares held by Venture.

(6) 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

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shown are reported in US dollars and include interest accrued through the date hereof; additional interest will accrue prior to conversion.

- (7) Held in the name of Venture.
- (8) Held in the name of GmbH.
- (9) Held in the name of AVE.

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.