

HORIZON PHARMA, INC.
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 ESSEX WOODLANDS
HEALTH VENTURES FUND
VII LP

2. Date of Event Requiring Statement
(Month/Day/Year)
07/28/2011

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

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

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

(Check all applicable)

(Street)

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

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

NORTHBROOK,Â ILÂ 60062

(City) (State) (Zip)

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)

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
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,431,467	\$ (1)	D	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	179,317	\$ (1)	D	Â
Convertible Promissory Notes	Â (2)	Â (2)	Common Stock	3,257,173.46 (2)	\$ (2)	D	Â
Warrant to Purchase Series A Preferred Stock	Â (3)	10/31/2015(3)	Series A Preferred Stock	67,970	\$ 5.201	D	Â
Warrant to Purchase Series A Preferred Stock	Â (3)	07/02/2016(3)	Series A Preferred Stock	33,985	\$ 5.201	D	Â
Warrant to Purchase Series A Preferred Stock	Â (3)	09/25/2016(3)	Series A Preferred Stock	42,484	\$ 5.201	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND VII LP C/O HORIZON PHARMA, INC. 1033 SKOKIE BLVD., SUITE 355 NORTHBROOK, IL 60062	Â X	Â X	Â	Â

Signatures

/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures VII, L.L.C., the general partner of Essex Woodlands Health Ventures VII, L.P. the general partner of Essex Woodlands Health Ventures Fund VII, L.P.

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) 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. 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. Additional interest will accrue prior to conversion.
- (2) The warrants are immediately exercisable and shall terminate on the earlier of the expiration date referenced above or the occurrence of other specified corporate transactions.
- (3)

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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