Johann Peter Form 3 July 28, 2011

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 *

Johann Peter

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

07/28/2011

2. Date of Event Requiring 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)

C/O HORIZON PHARMA. INC., 1033 SKOKIE BLVD.,

SUITE 355

(Street)

X Director _X_ 10% Owner Officer Other

(Check all applicable)

(give title below) (specify below)

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

Person

Form filed by More than One

Reporting Person

NORTHBROOK, 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) Form:

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

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock 51,731

I

Common Stock

71,556

See Footnote (1)

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Ι

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.

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**

Conversion

Ownership

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

Edgar Filing: Johann Peter - Form 3

	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)	
Series A Preferred Stock	(3)	(3)	Common Stock	401,927	\$ (3)	I	See Footnotes (1) (4)
Series A Preferred Stock	(3)	(3)	Common Stock	555,956	\$ (3)	I	See Footnotes (2) (4)
Series B Preferred Stock	(3)	(3)	Common Stock	44,364	\$ <u>(3)</u>	I	See Footnotes (1) (4)
Series B Preferred Stock	(3)	(3)	Common Stock	61,366	\$ (3)	I	See Footnotes (2) (4)
Convertible Promissory Notes	(5)	(5)	Common Stock	805,656.5 (5)	\$ <u>(5)</u>	I	See Footnotes (1) (4)
Convertible Promissory Notes	(5)	(5)	Common Stock	1,114,382.5 (5)	\$ (5)	I	See Footnotes (2) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Othe		
Johann Peter						
C/O HORIZON PHARMA, INC.	â v	ÂΧ	â	â		
1033 SKOKIE BLVD., SUITE 355	АЛ	АЛ	А	А		
NORTHBROOK, IL 60062						

Signatures

/s/ Robert J. De vaere, 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) Held of record by NGN Biomed Opportunity I GmbH & Co. Beteiligungs KG ("NGN Biomed GmbH").
- (2) Held of record by NGN Biomed Opportunity I, L.P. ("NGN Biomed").
- The shares of Series A Preferred Stock and Series B Preferred Stock have no expiration date and are convertible at any time at the (3) 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.
- The reporting person is a Managing General Partner of NGN Capital LLC, which is the general partner of the general partner of NGN GioMed and is the managing limited partner of NGN BioMed GMBH. The Reporting Person disclaims beneficial ownership with respect to these securities, except to the extent of his pecuniary interest therein.
- (5) 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

Reporting Owners 2

Edgar Filing: Johann Peter - Form 3

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. 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.