

ADATTO MICHAEL
Form 4
January 03, 2013

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 *
ADATTO MICHAEL

(Last) (First) (Middle)

C/O HORIZON PHARMA,
INC., 520 LAKE COOK ROAD,
SUITE 520

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HORIZON PHARMA, INC. [HZNP]

3. Date of Earliest Transaction
(Month/Day/Year)

12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, Managed Care & Comm. Dev.

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	12/31/2012		A		22,500 (1)	A	\$ 0 29,909 (2) D
Common stock	01/02/2013		S		6,998 (3)	D	\$ 2.36 22,911 (2) D

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)
Employee stock options (right to buy)	\$ 2.4	01/02/2013		A	21,750	<u>(4)</u> 01/01/2023	common stock 21,750
Restricted stock units	<u>(5)</u>	01/02/2013		A	19,800	<u>(6)</u> <u>(6)</u>	common stock 19,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADATTO MICHAEL C/O HORIZON PHARMA, INC. 520 LAKE COOK ROAD, SUITE 520 DEERFIELD, IL 60015			SVP, Managed Care & Comm. Dev.	

Signatures

/s/ Robert J. De Vaere,
Attorney-In-Fact

01/03/2013

__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) On January 3, 2012, the reporting person was granted restricted stock units which vest upon the achievement of certain performance criteria. On December 31, 2012, 22,500 of these restricted stock units vested in connection with the achievement of certain of these performance related goals. No unvested restricted stock units with respect to this grant were outstanding after the completion of this transaction.
 - (2) Includes 2,910 shares of the Company's common stock acquired pursuant to an employee stock purchase program.
 - (3) Reflects shares of common stock surrendered via open market sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in December 2012, in order to satisfy certain tax withholding obligations.
 - (4) The shares subject to the option vest and become exercisable in forty-eight equal monthly installments from the vesting commencement date of January 2, 2013.

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- (5) Each restricted stock unit represents a contingent right to receive one share of Horizon Pharma, Inc. common stock.
- (6) The restricted stock units vest in four equal annual installments beginning January 2, 2014.

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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