

SMITH TODD N  
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 \*  
SMITH TODD N

(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)  
EVP & Chief Commercial Officer

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                              |
| Common stock                    | 01/02/2013                           |  | S                              |   | 6,998 (3)   | D  | \$ 2.36                           |
|                                 |                                      |  |                                |   | 29,568 (2)  | D  |                                   |
|                                 |                                      |  |                                |   | 22,570 (2)  | D  |                                   |

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

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(9-02)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock options (right to buy)      | \$ 2.4   | 01/02/2013                           |  | A                              | 61,000  | <u>(4)</u> 01/01/2023                                    | common stock  | 61,000                     |
| Restricted stock units                     | <u>(5)</u>   | 01/02/2013                           |  | A                              | 55,000  | <u>(6)</u> <u>(6)</u>                                    | common stock  | 55,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| SMITH TODD N<br>C/O HORIZON PHARMA, INC.<br>520 LAKE COOK ROAD, SUITE 520<br>DEERFIELD, IL 60015 |               |           | EVP & Chief<br>Commercial<br>Officer |       |

## Signatures

/s/ Robert J. De Vaere, 01/03/2013  
Attorney-In-Fact

\_\_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 3,719 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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