

MITCHELL KATE
Form 4
August 04, 2011

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 *
Scale Venture Partners II, LP

(Last) (First) (Middle)

C/O SCALE VENTURE
MANAGEMENT II, LLC, 950
TOWER LANE, SUITE 700

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HORIZON PHARMA, INC. [HZNP]

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

08/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2011		C	(A) Amount <u>(1)</u>	A <u>(1)</u> 1,370,070	D <u>(2)</u>	
Common Stock	08/02/2011		C	(A) Amount <u>(1)</u>	A <u>(1)</u> 1,541,696	D <u>(2)</u>	
Common Stock	08/02/2011		C	(A) Amount <u>(3)</u>	A \$ 9 1,888,519	D <u>(2)</u>	
Common Stock	08/02/2011		P	(A) Amount <u>(3)</u>	A \$ 9 2,204,465	D <u>(2)</u>	

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

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.

SEC 1474
(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 3)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C		3,252,547	<u>(4)</u>	<u>(4)</u>	Common Stock
Series B Convertible Preferred Stock	<u>(1)</u>	08/02/2011		C		407,440	<u>(4)</u>	<u>(4)</u>	Common Stock
Convertible Promissory Notes	\$ 9	08/02/2011		C		\$ 3,121,425.62	<u>(5)</u>	<u>(5)</u>	Common Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C ⁽⁶⁾		69,451	<u>(7)</u>	10/31/2015 ⁽⁷⁾	Series A Preferred Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C ⁽⁶⁾		34,726	<u>(7)</u>	07/02/2016 ⁽⁷⁾	Series A Preferred Stock
Warrant to Purchase Series A Preferred Stock	\$ 5.201	08/02/2011		C ⁽⁶⁾		43,409	<u>(7)</u>	09/25/2016 ⁽⁷⁾	Series A Preferred Stock
Warrant to Purchase Common Stock	\$ 12.35	08/02/2011		C ⁽⁶⁾	29,254		<u>(7)</u>	10/31/2015 ⁽⁷⁾	Common Stock
	\$ 12.35	08/02/2011		C ⁽⁶⁾	14,627		<u>(7)</u>	07/02/2016 ⁽⁷⁾	

Warrant to
Purchase
Common
Stock

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Warrant to
Purchase
Common
Stock

\$ 12.35

08/02/2011

C⁽⁶⁾

18,285

⁽⁷⁾

09/25/2016⁽⁷⁾

Com
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scale Venture Partners II, LP C/O SCALE VENTURE MANAGEMENT II, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404		X		
Scale Venture Management II, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404		X		
MITCHELL KATE C/O SCALE VENTURE MANAGEMENT II, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404		X		
O'Driscoll Rory C/O SCALE VENTURE MANAGEMENT II, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404		X		
Wienbar Sharon L C/O SCALE VENTURE MANAGEMENT II, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404		X		

Signatures

By: Scale Venture Management II, LLC, its General Partner, by: Kate Mitchell, Managing Member, /s/ Kate Mitchell

08/04/2011

__Signature of Reporting Person

Date

/s/ Kate Mitchell, Managing Member

08/04/2011

__Signature of Reporting Person

Date

/s/ Kate Mitchell

08/04/2011

__Signature of Reporting Person

Date

/s/ Rory O'Driscoll

08/04/2011

__Signature of Reporting Person

Date

/s/ Sharon Wienbar

08/04/2011

__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) Automatic conversion, in connection with the Issuer's initial public offering, of preferred sock into shares of common stock. Every 2.374 shares of preferred stock converted into one share of common stock upon the closing of the Issuer's initial public offering.
The securities are held directly by Scale Venture Partners II, LP ("Scale Partners"). The General Partner of Scale Partners is Scale Venture Management II, LLC ("Scale Management"). The managing members of Scale Management share voting and investment power with respect to these shares. Each of the managing members of Scale Management disclaims beneficial ownership with respect to these securities except to the extent of his or her respective proportionate pecuniary interest therein.
- (2) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes.
These securities are preferred stock of the Issuer and did not have an expiration date. Prior to the Issuer's initial public offering of common stock, the securities were convertible at any time at the election of the holder. The securities automatically converted into shares of common stock upon the closing of the issuer's initial public offering of common stock.
- (3) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.
Automatic conversion, in connection with the Issuer's initial public offering, of warrants to purchase Series A Preferred Stock into warrants to purchase Common Stock. The warrants converted at a rate of 2.374 shares of Series A Preferred Stock to 1 share of Common Stock.
- (4) The warrants are immediately exercisable and shall terminate on the earlier of the expiration date referenced herein or the occurrence of other specified corporate transactions.

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.