

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â NGN BIOMED OPPORTUNITY I GMBH & CO. BETEILIGUNGS KG</p> <p>(Last) (First) (Middle)</p> <p>C/O HORIZON PHARMA, INC.,Â 1033 SKOKIE BLVD., SUITE 355</p> <p>(Street)</p> <p>NORTHBROOK,Â ILÂ 60062</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/28/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HORIZON PHARMA, INC. [HZNP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p>
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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)
Common Stock	51,731	D <u>(1)</u>	Â
Common Stock	71,556	D <u>(2)</u>	Â

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)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	401,927	\$ (3)	D (1)	Â
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	555,956	\$ (3)	D (2)	Â
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	44,364	\$ (3)	D (1)	Â
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	61,366	\$ (3)	D (2)	Â
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	805,856.5 (4)	\$ (4)	D (1)	Â
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	114,665.38 (4)	\$ (4)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NGN BIOMED OPPORTUNITY I GMBH & CO. BETEILIGUNGS KG
C/O HORIZON PHARMA, INC.
1033 SKOKIE BLVD., SUITE 355
NORTHBROOK, IL 60062

Â Â X Â Â

NGN BioMed Opportunity I L P
C/O HORIZON PHARMA, INC.
1033 SKOKIE BLVE., SUITE 355
NORTHBROOK, IL 60062

Â Â X Â Â

Signatures

/s/ See Exhibit
99.1

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) Securities held in the name of NGN Biomed Opportunity I GmbH & Co. Beteiligungs KG.

(2) Securities held in the name of NGN Biomed Opportunity I, L.P.

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- 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.

- Principal and accrued interest will convert upon the Issuer's initial public offering into shares of Common Stock at a conversion price
- (4) 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 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.

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