

ATLAS VENTURE ENTREPRENEURS FUND VI LP
 Form 4
 August 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
 ATLAS VENTURE FUND VI LP

2. Issuer Name and Ticker or Trading Symbol
 HORIZON PHARMA, INC. [HZNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/02/2011

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O ATLAS VENTURE, 25 FIRST STREET, SUITE 303

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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 1,577,819 (1) (2)	1,577,819	I	See FN (3)
Common Stock	08/02/2011		C	(A) Amount 179,740 (1) (4)	1,757,559	I	See FN (3)
Common Stock	08/02/2011		C	(A) Amount 387,034 (5) (6)	\$ 9 2,144,593	I	See FN (3)
Common Stock	08/02/2011		C	(A) Amount 7,086 (5) (7)	\$ 9 2,151,679	I	See FN (3)
Common Stock	08/02/2011		C	(A) Amount 11,834 (5) (8)	\$ 9 2,163,513	I	See FN (3)

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Common Stock	08/02/2011	P	352,576 (6)	A	\$ 9	2,516,089	I	See FN (3)
Common Stock	08/02/2011	P	6,456 (7)	A	\$ 9	2,522,545	I	See FN (3)
Common Stock	08/02/2011	P	10,782 (8)	A	\$ 9	2,533,327	I	See FN (3)
Common Stock						2,859,851	I	See FN (9)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series A Convertible Preferred Stock	(1)	08/02/2011		C	1,577,819	(10)	(10)	Common Stock	1,577,819
Series B Convertible Preferred Stock	(1)	08/02/2011		C	179,740	(10)	(10)	Common Stock	179,740
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 3,483,320.16	(11)	(11)	Common Stock	3,483,320.16
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 63,784.09	(11)	(11)	Common Stock	63,784.09
Convertible Promissory Notes	\$ 9	08/02/2011		C	\$ 106,520.53	(11)	(11)	Common Stock	106,520.53

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATLAS VENTURE FUND VI LP C/O ATLAS VENTURE 25 FIRST STREET, SUITE 303 CAMBRIDGE, MA 02141		X		
Atlas Venture Associates VI, Inc C/O ATLAS VENTURE 25 FIRST STREET, SUITE 303 CAMBRIDGE, MA 02141		X		
ATLAS VENTURE ENTREPRENEURS FUND VI LP C/O ATLAS VENTURE 25 FIRST STREET, SUITE 303 CAMBRIDGE, MA 02141		X		
Atlas Venture Fund VI GmbH & Co KG C/O ATLAS VENTURE 25 FIRST STREET, SUITE 303 CAMBRIDGE, MA 02141		X		

Signatures

/s/ Kristen Laguerre, Vice President of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, L.P., the general partner of Atlas Venture Fund VI, L.P.	08/04/2011
__Signature of Reporting Person	Date
/s/ Kristen Laguerre, Vice President of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, Inc.	08/04/2011
__Signature of Reporting Person	Date
/s/ Kristen Laguerre, Vice President of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, L.P., the general partner of Atlas Venture Entrepreneurs' Fund VI, L.P.	08/04/2011
__Signature of Reporting Person	Date
/s/ Kristen Laguerre, Vice President of Atlas Venture Associates VI, Inc., the general partner of Atlas Venture Associates VI, L.P., the managing limited partner of Atlas Venture Fund VI GmbH & Co. KG	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 stock 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.
 - (2) Includes 46,003 shares held of record by Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVE"), 27,544 shares held of record by Atlas Fund VI GmbH & Co. KG ("GmbH") and 1,504,272 shares held by Atlas Venture Fund VI, L.P. ("Venture"). These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the

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extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.

- (3) These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (4) Includes 5,240 shares held of record by AVE, 3,137 shares held of record by GmbH and 171,363 shares held by Venture. These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (5) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes.
- (6) Securities held in the name of Venture. These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (7) Securities held in the name of GmbH. These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (8) Securities held in the name of AVE. These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (9) Includes 83,379 shares held of record by AVE, 49,923 shares held of record by GmbH and 2,726,549 shares held by Venture. These shares are owned directly by AVE, GmbH and Venture. Atlas Venture Associates VI, L.P. disclaims beneficial ownership as to such shares except to the extent of its proportionate pecuniary interest therein and each of AVE, GmbH and Venture disclaim beneficial ownership to such shares other than those shares held directly by them.
- (10) 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.
- (11) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.

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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