

ATLAS VENTURE ENTREPRENEURS FUND VI LP

Form 4

March 06, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATLAS VENTURE FUND VI LP

(Last) (First) (Middle)

25 FIRST STREET, SUITE 303

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HORIZON PHARMA, INC. [HZNP]

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

03/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	03/02/2012		P	Amount (1) 828,443	(A) or (D) A Price \$ 3.6212 (2)	3,688,294 (3)	I See Footnote (3)

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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants to Purchase Common Stock	\$ 4.308	03/02/2012		P		207,110 <u>(4)</u>		03/02/2012	03/02/2017	Common Stock	207,110 <u>(4)</u>

Reporting Owners

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

Signatures

Atlas Venture Fund VI, L.P., By: Atlas Venture Associates VI, L.P., Its General Partner, By:
Atlas Venture Associates VI, Inc., Its General Partner, By: /s/ Kristen Laguerre, Vice
President

03/06/2012

****Signature of Reporting Person** _____ **Date** _____

Atlas Venture Entrepreneurs' Fund VI, L.P., By: Atlas Venture Associates VI, L.P., Its
General Partner, By: Atlas Venture Associates VI, Inc., Its General Partner, By: /s/ Kristen
Laguerre, Vice President 03/06/2012

_____*Signature of Reporting Person Date

Atlas Venture Fund VI GmbH & Co. KG, By: Atlas Venture Associates VI, L.P., Its
Managing Limited Partner, By: Atlas Venture Associates VI, Inc., Its General Partner, By: /s/
Kristen Laguerre, Vice President

****Signature of Reporting Person** _____ **Date** _____

Atlas Venture Associates VI, L.P., By: Atlas Venture Associates VI, Inc., Its General Partner,
By: /s/ Kristen Laguerre, Vice President

03/06/2012

__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) Includes 789,828 shares of common stock purchased by Atlas Venture Fund VI, L.P., 14,462 shares of common stock purchased by Atlas Venture Fund VI GmbH & Co. KG and 24,153 shares of common stock purchased by Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. is the general partner of Atlas Venture Fund VI, L.P. and Atlas Venture Entrepreneurs' Fund VI, L.P. and the managing limited partner of Atlas Venture Fund VI GmbH & Co. KG. Each of the Filing Persons disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (2) Purchase price consists of the sum of (i) \$3.59 (the closing bid price of the Issuer's common stock on 2/28/2012) and (ii) \$0.03125.
- (3) Includes 3,516,377 shares of common stock held by Atlas Venture Fund VI, L.P., 64,385 shares of common stock held by Atlas Venture Fund VI GmbH & Co. KG and 107,532 shares of common stock held by Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. is the general partner of Atlas Venture Fund VI, L.P. and Atlas Venture Entrepreneurs' Fund VI, L.P. and the managing limited partner of Atlas Venture Fund VI GmbH & Co. KG. Each of the Filing Persons disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (4) For each share of common stock of the Issuer purchased in the financing, a purchaser received a warrant to purchase 0.25 of a share of common stock of the Issuer. Includes warrants to purchase 197,456 shares of common stock purchased by Atlas Venture Fund VI, L.P., warrants to purchase 3,616 shares of common stock purchased by Atlas Venture Fund VI GmbH & Co. KG and warrants to purchase 6,038 shares of common stock purchased by Atlas Venture Entrepreneurs' Fund VI, L.P. Atlas Venture Associates VI, L.P. is the general partner of Atlas Venture Fund VI, L.P. and Atlas Venture Entrepreneurs' Fund VI, L.P. and the managing limited partner of Atlas Venture Fund VI GmbH & Co. KG. Each of the Filing Persons disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

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.