

SMITH TODD N
Form 4
January 03, 2013

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 *
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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2012		A	(A) or (D) Amount 22,500 (1)	\$ 0 29,568 (2)	D	
Common stock	01/02/2013		S	(3) 6,998 D 2.36	22,570 (2)	D	

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock options (right to buy)	\$ 2.4	01/02/2013		A	61,000	(4) 01/01/2023	common stock 61,000
Restricted stock units	(5)	01/02/2013		A	55,000	(6) (6)	common stock 55,000

Reporting Owners

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