

ATLAS VENTURE ENTREPRENEURS FUND VI LP
 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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â ATLAS VENTURE FUND VI LP			(Month/Day/Year)		HORIZON PHARMA, INC. [HZNP]	
(Last)	(First)	(Middle)	07/28/2011			
C/O ATLAS VENTURE, Â 25 FIRST STREET, SUITE 303					4. Relationship of Reporting Person(s) to Issuer	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
CAMBRIDGE, Â MA Â 02141					(Check all applicable)	
(City)	(State)	(Zip)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
					6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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	326,524	D ⁽¹⁾	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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	1,577,819 (3)	\$ (2)	I	See Footnote (3)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	179,740 (4)	\$ (2)	I	See Footnote (4)
Convertible Promissory Notes	Â (5)	Â (5)	Common Stock	3,478,905.84 (5)	\$ (5)	I	See Footnote (6)
Convertible Promissory Notes	Â (5)	Â (5)	Common Stock	63,703.26 (5)	\$ (5)	I	See Footnote (7)
Convertible Promissory Notes	Â (5)	Â (5)	Common Stock	106,385.54 (5)	\$ (5)	I	See Footnote (8)

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	Â	Â X	Â	Â
Atlas Venture Fund VI GmbH & Co KG C/O ATLAS VENTURE, 25 FIRST STREET SUITE 303 CAMBRIDGE, MA 02141	Â	Â X	Â	Â
ATLAS VENTURE ENTREPRENEURS FUND VI LP C/O ATLAS VENTURE, 25 FIRST STREET SUITE 303 CAMBRIDGE, MA 02141	Â	Â X	Â	Â
Atlas Venture Associates VI, L.P. C/O ATLAS VENTURE, 25 FIRST STREET SUITE 303 CAMBRIDGE, MA 02141	Â	Â X	Â	Â

Signatures

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)

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Includes 9,520 shares held of record by Atlas Venture Entrepreneurs' Fund VI, L.P. ("AVE"), 5,700 shares held of record by Atlas Fund VI GmbH & Co. KG ("GmbH") and 311,304 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 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.

- (2) The shares of Series A Preferred Stock and Series B Preferred Stock have no expiration date and are convertible at any time at the 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.

- (3) Includes 46,003 shares held of record by AVE, 27,544 shares held of record by GmbH and 1,504,272 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.

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

- (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.

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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