

HORIZON PHARMA, INC.  
Form S-1/A  
April 27, 2012

As filed with the Securities and Exchange Commission on April 27, 2012

Registration No. 333-180650

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**  
**TO**  
**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**HORIZON PHARMA, INC.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>2834</b> (Primary Standard Industrial Classification Code Number)	<b>27-2179987</b> (I.R.S. Employer Identification Number)
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520 Lake Cook Road, Suite 520, Deerfield, Illinois 60015

(224) 383-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Timothy P. Walbert

Chairman, President and Chief Executive Officer

Horizon Pharma, Inc.

520 Lake Cook Road, Suite 520, Deerfield, Illinois 60015

(224) 383-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Lynda Kay Chandler, Esq.

Sean M. Clayton, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, California 92121

(858) 550-6000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), check the following box.  x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  ..

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  ..

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  ..

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  .. Accelerated filer  ..  
 Non-accelerated filer  x (Do not check if a smaller reporting company) Smaller reporting company  ..

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share	20,819,468	\$3.79	\$78,905,783.72	\$9,042.61(3)

- (1) Represents shares of common stock to be sold by the selling stockholders named in this registration statement and includes an aggregate of 6,785,639 shares of common stock that may be issued upon the exercise of warrants held by the selling stockholders described in this registration statement. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers such an indeterminate amount of shares of common stock as may become issuable to prevent dilution resulting from stock splits, stock dividends and similar events.
- (2) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices for the registrant's common stock on April 9, 2012, pursuant to Rule 457(c) under the Securities Act.
- (3) Previously paid.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

Explanatory Note

Horizon Pharma, Inc. has prepared this Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-180650) for the purpose of designating on the signature page, in response to a comment from the Securities and Exchange Commission, which signatory is signing as Horizon Pharma, Inc.'s principal accounting officer. This Amendment No. 1 does not modify any provision of the Prospectus that forms a part of the Registration Statement and accordingly such Prospectus has not been included herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, or the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield, State of Illinois, on the 27th day of April, 2012.

**HORIZON PHARMA, INC.**

By: /s/ Timothy P. Walbert  
Timothy P. Walbert

*Chief Executive Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Timothy P. Walbert	Chairman, President and Chief Executive Officer	April 27, 2012
Timothy P. Walbert	<i>(Principal Executive Officer)</i>	
/s/ Robert J. De Vaere	Executive Vice President and	April 27, 2012
Robert J. De Vaere	Chief Financial Officer	
	<i>(Principal Financial and Accounting Officer)</i>	
/s/ Jeffrey Bird, M.D., Ph.D.*	Director	April 27, 2012
Jeffrey Bird, M.D., Ph.D.		
/s/ Louis C. Bock*	Director	April 27, 2012
Louis C. Bock		
/s/ Jean-François Formela, M.D.*	Director	April 27, 2012
Jean-François Formela, M.D.		
/s/ Michael Grey*	Director	April 27, 2012
Michael Grey		
/s/ Jeff Himawan, Ph.D.*	Director	April 27, 2012
Jeff Himawan, Ph.D.		
/s/ Ronald Pauli*	Director	April 27, 2012
Ronald Pauli		
/s/ Gino Santini*	Director	April 27, 2012

Gino Santini

\* Pursuant to Power of Attorney

By: /s/ Robert J. De Vaere  
Robert J. De Vaere

*Attorney-in-Fact*