**SHERMAN JEFFREY W**

C/O HORIZON PHARMA, INC.
520 LAKE COOK ROAD, SUITE 520

DEERFIELD IL 60015

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>2. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Common Stock</strong></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The shares subject to the option vest and become exercisable in forty-eight equal monthly installments from the vesting commencement date of December 8, 2011.

2. Each restricted stock unit represents a contingent right to receive one share of Horizon Pharma, Inc. common stock.

3. The restricted stock units vest in four equal annual installments beginning December 8, 2012.

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**/s/ Robert J. De Vaere, Attorney-In-Fact**

12/09/2011

**Signature of Reporting Person**

**Date**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.