

HORIZON PHARMA, INC.  
Form 8-K  
September 20, 2012

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

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2012

**Horizon Pharma, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

001-35238  
(Commission File No.)

27-2179987  
(IRS Employer Identification No.)

520 Lake Cook Road, Suite 520,

60015

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**Deerfield, Illinois**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (224) 383-3000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On September 20, 2012, in connection with our previously-announced offering of common stock and warrants, we entered into an underwriting agreement (the Underwriting Agreement ) with Cowen and Company, LLC, JMP Securities LLC and Stifel, Nicolaus & Company, Incorporated.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of the parties, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                                |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated September 20, 2012. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HORIZON PHARMA, INC.**

Date: September 20, 2012

By: /s/ Robert J. De Vaere  
Robert J. De Vaere  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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