

HORIZON PHARMA, INC.  
Form 8-K  
March 04, 2014

**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): March 3, 2014**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On March 3, 2014, our board of directors approved an amendment to our 2011 equity incentive plan, as amended, or 2011 EIP, to reserve an additional 730,000 shares of our common stock to be used exclusively for grants of awards to individuals who were not previously employees or directors of ours (or following a bona fide period of non-employment with us), as an inducement material to the individual's entry into employment with us within the meaning of Rule 5635(c)(4) of the NASDAQ Listing Rules, or Rule 5635(c)(4). The 2011 EIP was amended by our board of directors without stockholder approval pursuant to Rule 5635(c)(4).

A complete copy of the 2011 EIP, as amended, is filed herewith as Exhibit 99.1. The above summary of the amendment to the 2011 EIP 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.**

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | 2011 Equity Incentive Plan, as amended, and Form of Option Agreement and Form of Stock Option Grant Notice thereunder. |

**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.**

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

Date: March 4, 2014

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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