

Jazz Pharmaceuticals plc
Form 4
August 14, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Keegan Fintan

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS
PLC, CONNAUGHT HOUSE, 1
BURLINGTON RD, FL. 4

(Street)

DUBLIN 4, L2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction
(Month/Day/Year)

03/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

EVP, Technical Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Ordinary Shares	03/07/2013		S ⁽¹⁾	3,008 D \$ 59	45,078 ⁽²⁾ ⁽³⁾	D	
Ordinary Shares	08/12/2013		S	1,212 D \$ 80.83	43,866	D	
Ordinary Shares	08/13/2013		S ⁽¹⁾	580 D \$ 81.86	43,286	D	
Ordinary Shares	08/13/2013		S	6,874 D \$ 81.4 ⁽⁴⁾	36,412	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keegan Fintan C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2			EVP, Technical Operations	

Signatures

/s/ Larissa Schwartz as attorney in fact for Fintan Keegan
08/14/2013
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Shares sold to satisfy tax obligations arising out of the vesting of a portion of previously granted restricted stock units.
Of the ordinary shares directly owned by the Reporting Person following the reported transaction on March 7, 2013, 8,086 shares were subject to an escrow in accordance with that certain Escrow Agreement, dated as of January 18, 2012 (the "Escrow Agreement"), among the Issuer, Jazz Pharmaceuticals, Inc., Seamus Mulligan, as representative of the indemnitors, and Deutsche Bank National Trust Company, as escrow agent. The escrow shares were held by the escrow agent as security for the indemnification obligations under that certain Agreement and Plan of Merger and Reorganization, dated as of September 19, 2011, by and among the Issuer (formerly known as Azur Pharma Limited), Jazz Pharmaceuticals Inc., Jaguar Merger Sub Inc. and Seamus Mulligan, as representative of the indemnitors (as defined therein).
 - (3)

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The Reporting Person had the right to vote the escrowed ordinary shares and to receive all dividends on the escrowed ordinary shares, other than certain dividends paid in capital stock of the Issuer. Any shares of capital stock of the Issuer that were issuable in respect of or in exchange for any escrowed ordinary shares, whether by way of share splits, dividends, or otherwise, would have been issued in the name of the escrow agent and held under the escrow agreement, subject to certain exceptions. The Reporting Person was also entitled to remove his ordinary shares from the escrow account provided he had replaced the removed ordinary shares with cash having an equivalent value. The 8,086 shares in the escrow were released from the escrow as of July 19, 2013.

- (4) This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.04 to \$81.85, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.