

Jazz Pharmaceuticals plc
Form 4
August 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
COZADD BRUCE C

(Last) (First) (Middle)

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

2. Issuer Name and Ticker or Trading Symbol
Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

DUBLIN, L2 4

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Ordinary Shares | 08/10/2015 | | F ⁽¹⁾ | V Amount (D) Price 7,743 D \$ 181.48 | 299,355 ⁽²⁾ ⁽³⁾ | D | |
| Ordinary Shares | 08/11/2015 | | S ⁽⁴⁾ | 2,500 D \$ 177.82 | 296,855 | D | |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 11.48 | 08/07/2015 | | J ⁽⁵⁾ | V 6,896 | ⁽⁶⁾ 03/07/2020 | Ordinary Shares | 6,896 | |
| Incentive Stock Option (right to buy) | \$ 46.83 | 08/07/2015 | | J ⁽⁵⁾ | V 1,618 | ⁽⁷⁾ 08/08/2022 | Ordinary Shares | 1,618 | |
| Non-Qualified Stock Option (right to buy) | \$ 46.83 | 08/07/2015 | | J ⁽⁵⁾ | V 89,098 | ⁽⁸⁾ 08/08/2022 | Ordinary Shares | 89,098 | |
| Incentive Stock Option (right to buy) | \$ 59.13 | 08/07/2015 | | J ⁽⁵⁾ | V 403 | ⁽⁹⁾ 03/04/2023 | Ordinary Shares | 403 | |
| Non-Qualified Stock Option (right to buy) | \$ 59.13 | 08/07/2015 | | J ⁽⁵⁾ | V 50,636 | ⁽¹⁰⁾ 03/04/2023 | Ordinary Shares | 50,636 | |
| Incentive Stock Option (right to buy) | \$ 166.62 | 08/07/2015 | | J ⁽⁵⁾ | V 67 | ⁽¹¹⁾ 02/26/2024 | Ordinary Shares | 67 | |
| Non-Qualified Stock Option (right to buy) | \$ 166.62 | 08/07/2015 | | J ⁽⁵⁾ | V 17,149 | ⁽¹²⁾ 02/26/2024 | Ordinary Shares | 17,149 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COZADD BRUCE C C/O JAZZ PHARMACEUTICALS PLC, CONNAUGHT HOUSE, 1 BURLINGTON RD., FL. 4 DUBLIN, L2 4 | X | | Chairman and CEO | |

Signatures

/s/ Larissa Schwartz as attorney in fact for Bruce C.
Cozadd

08/12/2015

__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 withheld to satisfy tax obligations arising out of vesting of a portion of previously granted restricted stock units.

Since the date of the reporting person's last ownership report and prior to the date of the transactions reported in Table I, 186,591 ordinary shares that were previously reported as directly owned ordinary shares by the reporting person were transferred outright to the reporting person's spouse pursuant to a domestic relations order ("DRO") in connection with a divorce. In addition, pursuant to the DRO, the reporting person's economic interest in the following securities was transferred to his spouse: (i) 20,000 ordinary shares retained by the reporting person that are subject to a Rule 10b5-1 trading plan adopted by the reporting person (the "10b5-1 Plan") and (ii) restricted stock units covering a total of 28,535 ordinary shares (the "RSU shares"), which were previously reported as directly owned ordinary shares by the reporting person. (Continued to footnote 3)

(Continued from footnote 2) While the reporting person retained the ordinary shares subject to the 10b5-1 Plan and such restricted stock units, the reporting person's spouse will receive the economic benefit from, and the reporting person will have no discretion with respect to, such securities. Accordingly, the reporting person has excluded these securities from this Form 4 and will not report beneficial ownership of or dispositions of these securities (including the RSU shares) in future Section 16(a) reports. Likewise, the number of ordinary shares reported as withheld to satisfy tax obligations in Table I does not include the shares withheld with respect to the portion of the restricted stock units representing the spouse's transferred economic interest, and the number of ordinary shares reported as being sold pursuant to the 10b5-1 Plan in Table I of this report also does not include the portion of the sold shares representing the spouse's transferred economic interest.

(4) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Pursuant to the DRO referenced in footnote (2), a portion of the reporting person's economic interest in this option was transferred to the reporting person's spouse. While this option was retained by the reporting person, the reporting person's spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the option representing the spouse's transferred economic interest, including exercises thereof and sales of the ordinary shares underlying such portion. Accordingly, the reporting person will not report beneficial ownership of or dispositions of the portion of the option representing the spouse's transferred economic interest, nor will the reporting person report beneficial ownership of or acquisitions or dispositions of the underlying ordinary shares, in future Section 16(a) filings.

(6) The ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are fully vested.

(7) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 780 shares and will vest in monthly installments with respect to 1,872 shares from September 9, 2015 to August 9, 2016.

(8) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 75,824 shares and will vest in monthly installments with respect to 30,808 shares from September 9, 2015 to August 9, 2016.

(9) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest will vest in monthly installments with respect to 1,288 shares from January 5, 2017 to March 5, 2017.

(10) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 38,974 shares and will vest in monthly installments with respect to 33,699 shares from September 5, 2015 to March 5, 2017.

(11) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest will vest in monthly installments with respect to 533 shares from January 27, 2018 to February 27, 2018.

(12) As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 13,607 shares and will vest in monthly installments with respect to 34,644 shares from August 27, 2015 to February 27, 2018.

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

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