

Jazz Pharmaceuticals plc  
 Form 4  
 January 18, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**FALBERG KATHRYN E**

(Last) (First) (Middle)

**C/O JAZZ PHARMACEUTICALS  
 PLC, 45 FITZWILLIAM SQUARE**

(Street)

**DUBLIN 2, L2**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/18/2012**

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)  
**SVP and CFO**

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  | (D)  | Price                             |        |   |                                     |
| Ordinary Shares                 | 01/18/2012                           |  | A <sup>(1)</sup>               |   | 58,201  | A  | ②                                 | 58,201 | D |                                     |
| Ordinary Shares                 | 01/18/2012                           |  | A <sup>(1)</sup>               |   | 53,000  | A  | ②                                 | 53,000 | I | By<br>Kathryn E<br>Falberg<br>Trust |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy)      | \$ 7.35  | 01/18/2012                           |  | A <sup>(1)</sup>               | 54,420  | <sup>(3)</sup> 12/06/2019                                | Ordinary Shares   | 54,420                        |
| Incentive Stock Option (right to buy)      | \$ 11.48   | 01/18/2012                           |  | A <sup>(1)</sup>               | 3,750   | <sup>(4)</sup> 03/07/2020                                | Ordinary Shares   | 3,750                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| FALBERG KATHRYN E<br>C/O JAZZ PHARMACEUTICALS PLC<br>45 FITZWILLIAM SQUARE<br>DUBLIN 2, L2 |               |           | SVP and CFO |       |

## Signatures

/s/ Carol A. Gamble as attorney in fact for Kathryn E. Falberg  
 01/18/2012  
 \*\*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) Acquisition made in connection with the conversion of securities in the merger (the "Merger") pursuant to the Agreement and Plan of Merger and Reorganization by and among the Issuer, Jaguar Merger Sub Inc., Jazz Pharmaceuticals, Inc. and Seamus Mulligan, solely in his capacity as indemnitors' representative. The effective date of the Merger is January 18, 2012. This report is being filed by the Reporting Person solely to report the acquisition of securities of the Issuer made in connection with the Merger. The Reporting Person has filed a separate Form 4 to reflect the corresponding disposition of securities of Jazz Pharmaceuticals, Inc. made in connection with the Merger.

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- (2) Received in exchange for an equal number of shares of Jazz Pharmaceuticals, Inc. common stock in connection with the Merger. On the effective date of the Merger, the closing price of JAZZ was \$47.34 per share.
- (3) This option has a vesting schedule of one fourth vested on December 1, 2010 and the remainder vesting in 36 equal monthly installments thereafter.
- (4) This option has a vesting schedule of one fourth vested on March 8, 2011 and the remainder vesting in 36 equal monthly installments thereafter.
- (5) Received in the Merger in exchange for an option to acquire the same number of shares of common stock of Jazz Pharmaceuticals, Inc. at the same exercise price and on substantially the same terms.

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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