

Jazz Pharmaceuticals plc
Form 4
August 13, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tobias Jeffrey K

(Last) (First) (Middle)

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

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol

Jazz Pharmaceuticals plc [JAZZ]

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

08/11/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
EVP, Research & Dev and CMO

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

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

DUBLIN 4, L2

(City) (State) (Zip)

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	08/11/2014		F ⁽¹⁾		4,565	D	\$ 133.86	42,538 D
Ordinary Shares	08/11/2014		M		2,561	A	\$ 46.83	45,099 D
Ordinary Shares	08/11/2014		M		2,372	A	\$ 59.13	47,471 D
Ordinary Shares	08/11/2014		S ⁽²⁾		4,933	D	\$ 135.42 ⁽³⁾	42,538 D

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 46.83	08/11/2014		M		2,561		<u>(4)</u>	08/08/2022	Ordinary Shares	2,561
Nonstatutory Stock Option (right to buy)	\$ 59.13	08/11/2014		M		2,372		<u>(5)</u>	03/04/2023	Ordinary Shares	2,372

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tobias Jeffrey K C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2	EVP, Research & Dev and CMO

Signatures

/s/ Larissa Schwartz as attorney in fact for Jeffrey Tobias 08/13/2014

__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.

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- (2) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (3) \$135.12 to \$135.57, 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 range set forth herein.

Following the reported transaction, the remaining ordinary shares subject to this option will vest with respect to 20,487 shares in equal

- (4) monthly installments from September 9, 2014 to December 9, 2015 and with respect to 9,532 shares in equal monthly installments from January 9, 2016 to August 9, 2016.

Following the reported transaction, the remaining ordinary shares subject to this option are vested with respect to 2,603 shares and will

- (5) vest with respect to 2,084 shares in equal monthly installments from September 5, 2014 to December 5, 2014 and with respect to 12,500 shares in equal monthly installments from January 5, 2015 to December 5, 2016.

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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