

JAZZ PHARMACEUTICALS INC

Form 4

June 06, 2007

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TANANBAUM JAMES B

(Last) (First) (Middle)

C/O PROSPECT VENTURE  
PARTNERS, 435 TASSO ST.,  
SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

JAZZ PHARMACEUTICALS INC  
[JAZZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/06/2007

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D) | Price      |   |  |   |
| Common Stock                    | 06/06/2007                           |  | C                              |   | 660,849 | A          | <u>(1)</u> | 660,849   | I  | By Prospect Venture Partners II, L.P. <u>(2)</u>      |
| Common Stock                    | 06/06/2007                           |  | C                              |   | 10,063  | A          | <u>(1)</u> | 10,063  | I  | By Prospect Associates II, L.P. <u>(3)</u>            |
| Common Stock                    | 06/06/2007                           |  | C                              |   | 554,801 | A          | <u>(1)</u> | 554,801   | I  | By Prospect Venture Partners II,                      |

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|                 |            |   |       |   |            |       |   |   |
|-----------------|------------|---|-------|---|------------|-------|---|---|
| Common<br>Stock | 06/06/2007 | C | 8,448 | A | <u>(1)</u> | 8,448 | I | L.P. <sup>(2)</sup><br>By Prospect<br>Associates<br>II, L.P. <sup>(3)</sup> |
|-----------------|------------|---|-------|---|------------|-------|---|---|

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable Expiration<br>Date                         | Title   |                                     |
| Stock A<br>Preferred<br>Stock                       | <u>(1)</u>   | 06/06/2007                              |   | C                                    | 660,849   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 660,849                             |
| Stock A<br>Preferred<br>Stock                       | <u>(1)</u>   | 06/06/2007                              |   | C                                    | 10,063  | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 10,063                              |
| Stock B<br>Preferred<br>Stock                       | <u>(1)</u>   | 06/06/2007                              |   | C                                    | 554,801   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 554,801                             |
| Stock B<br>Preferred<br>Stock                       | <u>(1)</u>   | 06/06/2007                              |   | C                                    | 8,448   | <u>(1)</u> <u>(1)</u>  | Common<br>Stock   | 8,448                               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TANANBAUM JAMES B  
C/O PROSPECT VENTURE PARTNERS X  
435 TASSO ST., SUITE 200  
PALO ALTO, CA 94301

## Signatures

/s/ Dave Markland, Attorney in Fact for James B. Tananbaum,  
M.D.

06/06/2007

\_\_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) The Issuer's Preferred Stock automatically converted into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering. The shares had no expiration date.  
  
The shares are owned by Prospect Venture Partners II, L.P. ("PVP II"), which is under common control with Prospect Associates II, L.P. ("PA II"). Prospect Management Co. II, L.L.C. ("PMC II") serves as the sole general partner of PVP II. James B. Tananbaum, M.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PVP II. The Reporting Person disclaims beneficial ownership of the shares held by PVP II except to the extent of his proportionate pecuniary interest therein.
- (2) The shares are owned by PA II. PMC II serves as the sole general partner of PA II. James B. Tananbaum, M.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PA II. The Reporting Person disclaims beneficial ownership of the shares held by PA II except to the extent of his proportionate pecuniary interest therein.
- (3) PMC II and shares voting and investment power over the shares held by PA II. The Reporting Person disclaims beneficial ownership of the shares held by PA II except to the extent of his proportionate pecuniary interest therein.

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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