

ENRIGHT PATRICK G

Form 4

July 09, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENRIGHT PATRICK G

2. Issuer Name **and** Ticker or Trading
Symbol
JAZZ PHARMACEUTICALS INC
[JAZZ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2009

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

C/O LONGITUDE CAPITAL
PARTNERS, LLC, 800 EL
CAMINO REAL, SUITE 220

(Street)

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

MENLO PARK, CA 94025

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/07/2009		A		1,858,486	A	\$ 3.63	1,858,486	I	By Longitude Venture Partners, L.P. ⁽¹⁾
Common Stock	07/07/2009		A		37,248	A	\$ 3.63	37,248	I	By Longitude Capital Associates, L.P. ⁽¹⁾

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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
Warrant (right to buy)	\$ 4	07/07/2009		A		929,243		<u>(2)</u>	07/07/2016	Common Stock	929,243
Warrant (right to buy)	\$ 4	07/07/2009		A		18,624		<u>(2)</u>	07/07/2016	Common Stock	18,624
Option (right to buy)	\$ 3.63	07/07/2009		A		30,000		<u>(3)</u>	07/07/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENRIGHT PATRICK G
C/O LONGITUDE CAPITAL PARTNERS, LLC
800 EL CAMINO REAL, SUITE 220
MENLO PARK, CA 94025

X

Signatures

/s/ Peter Soparkar,
attorney-in-fact

07/09/2009

__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).

Patrick G. Enright is a managing member of Longitude Capital Partners, LLC ("Longitude Capital"), the sole general partner of each of

(1) Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P. Mr. Enright disclaims beneficial ownership of the securities of the Issuer held by Longitude Capital, except to the extent of his pecuniary interest therein.

(2) Exercisable immediately.

(3) One-third of the option shares shall vest on July 7, 2010 and the balance of the option shares shall vest in a series of twenty-four (24) successive equal monthly installments thereafter.

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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