

Jazz Pharmaceuticals plc  
Form 4  
March 08, 2017

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILSON KAREN J**

(Last) (First) (Middle)

**CONNAUGHT HOUSE, 1  
BURLINGTON RD, FL. 4**

(Street)

**DUBLIN 4, L2**

(City) (State) (Zip)

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

**Jazz Pharmaceuticals plc [JAZZ]**

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

**03/06/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

**SVP, Finance & PAO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Ordinary Shares	03/06/2017		F <sup>(1)</sup>	563 D	\$ 132.81 18,762	D	
Ordinary Shares	03/08/2017		M	2,896 A	\$ 46.83 21,658	D	
Ordinary Shares	03/08/2017		M	750 A	\$ 59.13 22,408	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 46.83	03/08/2017		M	2,896	<u>(2)</u>	08/08/2022	Ordinary Shares	2,896
Incentive Stock Option (right to buy)	\$ 59.13	03/08/2017		M	750	<u>(3)</u>	03/04/2023	Ordinary Shares	750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON KAREN J CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2	SVP, Finance & PAO

## Signatures

By: /s/Peter A Christou, as attorney in fact For: Karen J.  
Wilson

03/08/2017

\_\_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.

(2) This option was granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to this option vested over four years measured from the grant date, August 9, 2012, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting

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in 36 equal monthly installments thereafter.

- This option was granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to this option vested over four
- (3) years measured from the grant date, March 5, 2013, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 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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