

ENRIGHT PATRICK G

Form 4

December 13, 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
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(Print or Type Responses)

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

(Last) (First) (Middle)

5TH FL, WATERLOO
EXCHANGE, WATERLOO RD

(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)

12/11/2017

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		
Ordinary Shares	12/11/2017		M <u>(1)</u>		4,500	A	\$ 46.83	20,839 <u>(2)</u>	D
Ordinary Shares	12/11/2017		M <u>(1)</u>		4,500	A	\$ 81.76	25,339	D
Ordinary Shares	12/11/2017		S <u>(1)</u>		800	D	\$ 138.145 <u>(3)</u>	24,539	D
Ordinary Shares	12/11/2017		S <u>(1)</u>		5,358	D	\$ 139.5616 <u>(4)</u>	19,181	D
Ordinary Shares	12/11/2017		S <u>(1)</u>		2,842	D	\$ 140.4977	16,339	D

(5)

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
Non-Qualified Stock Option (right to buy)	\$ 46.83	12/11/2017		M ⁽¹⁾		4,500		⁽⁶⁾	08/08/2022	Ordinary Shares	4,500
Non-employee director stock option ⁽⁷⁾	\$ 81.76	12/11/2017		M ⁽¹⁾		4,500		⁽⁸⁾	08/07/2023	Ordinary Shares	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENRIGHT PATRICK G 5TH FL, WATERLOO EXCHANGE WATERLOO RD DUBLIN 4, L2	X			

Signatures

By: /s/Peter A Christou, as attorney in fact For: Patrick G
Enright

12/13/2017

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

Includes 14,974 shares received as a pro rata liquidating distribution from Longitude Venture Partners, L.P. ("Longitude Venture") and Longitude Capital Associates, L.P. ("Longitude Capital") to their respective partners. In prior reports, the Reporting Person reported

(2) indirect ownership of the Issuer's securities held by Longitude Venture and Longitude Capital but disclaimed beneficial ownership except to the extent of his pecuniary interest therein. The Reporting Person is a managing member of Longitude Capital Partners, LLC, the general partner of each of Longitude Venture and Longitude Capital.

Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$137.8000 to \$138.6800. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$139.1000 to \$140.0800. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$140.1700 to \$141.1000. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(6) This non-qualified stock option was granted on August 9, 2012 and vested over a period of one year from the grant date. The options were fully vested as of August 9, 2013.

(7) This Security is a non-qualified stock option (right to buy).

(8) This non-qualified stock option was granted on August 8, 2013 and vested over a period of one year beginning on September 1, 2013. The options were fully vested as of August 1, 2014.

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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