

CRESSEY BRYAN C
Form 4
March 13, 2012

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 *
CRESSEY BRYAN C

(Last) (First) (Middle)

C/O CRESSEY & CO. L.P., 155 N.
WACKER DRIVE, SUITE 4500

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

Jazz Pharmaceuticals plc [JAZZ]

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

03/09/2012

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)

See Footnotes (1) (2)

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	03/09/2012		S		940,595	D \$ 49.56	1,431,499	I	Held by Thoma Cressey Fund VII, L.P. See footnote (1)
Common Stock	03/09/2012		S		9,405	D \$ 49.56	27,631	I	Held by Thoma Cressey Friends Fund VII,

L.P. See
footnote
(2)Common
Stock

38,347 D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRESSEY BRYAN C C/O CRESSEY & CO. L.P. 155 N. WACKER DRIVE, SUITE 4500 CHICAGO, IL 60603	X			See Footnotes (1) (2)

Signatures

/s/ Bryan C.
Cressey 03/13/2012**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 shares are owned by Thoma Cressey Fund VII, L.P. Thoma Cressey Bravo, Inc. is the general partner of Thoma Cressey Fund VII, L.P. The Reporting Person is a partner of Thoma Cressey Bravo, Inc. and shares voting and investment power over the shares held by Thoma Cressey Fund VII, L.P. The Reporting Person disclaims beneficial ownership of the shares held by Thoma Cressey Fund VII, L.P. except to the extent of his proportionate pecuniary interest therein.

(2) The shares are owned by Thoma Cressey Friends Fund VII, L.P. Thoma Cressey Bravo, Inc. is the general partner of Thoma Cressey Friends Fund VII, L.P. The Reporting Person is a partner of Thoma Cressey Bravo, Inc. and shares voting and investment power over the shares held by Thoma Cressey Friends Fund VII, L.P. The Reporting Person disclaims beneficial ownership of the shares held by Thoma Cressey Friends Fund VII, L.P. 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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