

Jazz Pharmaceuticals plc
Form 4
August 11, 2015

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 *
BERNS PAUL L

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS
PLC, CONNAUGHT HOUSE 1
BURLINGTON RD. FL. 4

(Street)

DUBLIN, L2 4

(City) (State) (Zip)

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

Jazz Pharmaceuticals plc [JAZZ]

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

08/07/2015

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	08/07/2015		A ⁽¹⁾	1,310 (1)	\$ 0	6,390	D
Ordinary Shares	08/10/2015		S ⁽²⁾	797	D \$ 179.98	5,593	D
Ordinary Shares	08/10/2015		S ⁽²⁾	4	D \$ 183.3625	5,589	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
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 181.79	08/07/2015		A		3,415		<u>(3)</u>	08/06/2025	Ordinary Shares	3,415

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERNS PAUL L C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE 1 BURLINGTON RD. FL. 4 DUBLIN, L2 4	X

Signatures

/s/ Larissa Schwartz as attorney in fact for Paul
Berns

08/11/2015

 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).

- These restricted stock units are granted pursuant to the Issuer's 2007 Equity Incentive Plan. Each restricted stock unit represents a
- (1) contingent right to receive one ordinary share upon the vesting of the unit. Subject to the Reporting Person's continuous service and certain additional conditions, these units will vest in full on July 30, 2016.
 - (2) Shares sold to satisfy tax obligations arising out of the vesting of previously granted restricted stock units.
 - (3) This option is granted pursuant to the Issuer's 2007 Non-Employee Directors Stock Option Plan. Subject to the Reporting Person's continuous service and certain additional conditions, this option vests in 12 equal monthly installments beginning on August 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.