

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

MENLO PARK, CA 94025

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	08/07/2015		A ⁽¹⁾	1,310 (1)	\$ 0	2,960	D
Ordinary Shares	08/10/2015		S ⁽²⁾	797	\$ 179.98	2,163	D
Ordinary Shares	08/10/2015		S ⁽²⁾	4	\$ 183.36	2,159	D
Ordinary Shares	08/10/2015		S ⁽³⁾	196	\$ 180.05	284,108	I
							By Longitude Venture Partners,

Ordinary Shares	08/10/2015	S ⁽³⁾	7,362	D	\$ <u>(5)</u>	181.71	276,746	I	L.P. ⁽⁴⁾ By Longitude Venture Partners, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	1,177	D	\$ <u>(6)</u>	182.68	275,569	I	By Longitude Venture Partners, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	1,069	D	\$ <u>(7)</u>	183.77	274,500	I	By Longitude Venture Partners, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	4	D	\$ <u>(5)</u>	180.05	5,692	I	By Longitude Capital Associates, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	148	D	\$ <u>(5)</u>	181.71	5,544	I	By Longitude Capital Associates, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	23	D	\$ <u>(6)</u>	182.69	5,521	I	By Longitude Capital Associates, L.P. ⁽⁴⁾
Ordinary Shares	08/10/2015	S ⁽³⁾	21	D	\$ <u>(8)</u>	183.75	5,500	I	By Longitude Capital Associates, L.P. ⁽⁴⁾

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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>(9)</u>	08/06/2025	Ordinary Shares	3,415

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/ Larissa Schwartz as attorney in fact for Patrick G.
Enright

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) Sale effected pursuant to a Rule 10b5-1 trading plan.

The Reporting Person is a managing member of Longitude Capital Partners, LLC, the general partner of each of Longitude Venture
(4) Partners, L.P. and Longitude Capital Associates, L.P. The Reporting Person disclaims beneficial ownership of the securities of the Issuer held by Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P. except to the extent of his pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
(5) \$181.33 to \$182.32, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$182.35 to \$183.03, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the range set forth herein.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.45 to \$184.30, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.45 to \$184.05, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (9) 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.

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