

COZADD BRUCE C

Form 4

January 18, 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 *
COZADD BRUCE C

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS,
INC., 3180 PORTER DRIVE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

Jazz Pharmaceuticals plc [JAZZ]

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

01/18/2012

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)

Chairman and CEO

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 (Instr. 4)
Common Stock	01/18/2012		D ⁽¹⁾	546,811	D	0	D

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

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information contained in this form are not
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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
Incentive Stock Option (right to buy)	\$ 15.09	01/18/2012		D ⁽¹⁾		15,902		⁽³⁾	02/17/2014	Common Stock	15,902
Incentive Stock Option (right to buy)	\$ 30.18	01/18/2012		D ⁽¹⁾		5,299		⁽³⁾	02/17/2014	Common Stock	5,299
Incentive Stock Option (right to buy)	\$ 45.27	01/18/2012		D ⁽¹⁾		5,299		⁽³⁾	02/17/2014	Common Stock	5,299
Incentive Stock Option (right to buy)	\$ 19.37	01/18/2012		D ⁽¹⁾		12,583		⁽⁴⁾	02/26/2017	Common Stock	12,583
Incentive Stock Option (right to buy)	\$ 7.96	01/18/2012		D ⁽¹⁾		7,040		⁽⁵⁾	05/15/2018	Common Stock	7,040
Incentive Stock Option (right to buy)	\$ 1.25	01/18/2012		D ⁽¹⁾		182		⁽⁶⁾	01/20/2019	Common Stock	182
Incentive Stock Option (right to buy)	\$ 11.48	01/18/2012		D ⁽¹⁾		17,420		⁽⁷⁾	03/07/2020	Common Stock	17,420

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COZADD BRUCE C C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE PALO ALTO, CA 94304	X		Chairman and CEO	

Signatures

/s/ Carol A. Gamble as attorney in fact for Bruce C.
Cozadd

01/18/2012

__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) Disposition made in connection with the conversion of securities in the merger (the "Merger") pursuant to the Agreement and Plan of Merger and Reorganization by and among Jazz Pharmaceuticals plc (formerly Azur Pharma Public Limited Company), Jaguar Merger Sub Inc., Jazz Pharmaceuticals, Inc. and Seamus Mulligan, solely in his capacity as indemnitors' representative. The effective date of the Merger is January 18, 2012. This report is being filed by the Reporting Person solely to report the disposition of securities of Jazz Pharmaceuticals, Inc. made in connection with the Merger. The Reporting Person will file a separate Form 4 to reflect the corresponding acquisition of securities of Jazz Pharmaceuticals plc made in connection with the Merger.

(2) Shares of common stock converted in connection with the Merger into an equal number of ordinary shares of Jazz Pharmaceuticals plc having a market value, based on the closing price of Jazz Pharmaceuticals plc's ordinary shares on the effective date of the Merger, of \$47.34 per share.

(3) This option vested one fourth on February 18, 2005, one eighth on August 18, 2005, and the remainder in 30 equal monthly installments thereafter.

(4) This option has a vesting schedule of one third vested on February 27, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

(5) This option has a vesting schedule of one half vested on April 8, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

(6) This option has a vesting schedule of one third vested on January 21, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

(7) This option has a vesting schedule of one fourth vested on March 8, 2011 and the remainder vesting in 36 equal monthly installments thereafter.

(8) Options assumed/converted in connection with the Merger into options to acquire the same number of ordinary shares of Jazz Pharmaceuticals plc at the same exercise price and on substantially the same terms.

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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