

Jazz Pharmaceuticals plc
 Form 4
 March 04, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
02/28/2014

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/28/2014		X		929,243	<u>A</u> (1)	\$ 4	929,243 ⁽²⁾	I	By Longitude Venture Partners, L.P. ⁽³⁾
Ordinary Shares	02/28/2014		X		18,624	<u>A</u> (1)	\$ 4	18,624 ⁽²⁾	I	By Longitude Capital Associates, L.P. ⁽³⁾
	02/28/2014		S		686	D	\$ 165.94	928,557	I	

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Ordinary Shares								By Longitude Venture Partners, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	14	D	\$ 165.94	18,610	I	By Longitude Capital Associates, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	28	D	\$ 164.5	928,529	I	By Longitude Venture Partners, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	1	D	\$ 164.5	18,609	I	By Longitude Capital Associates, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	3,645	D	\$ <u>(4)</u> 162.9373	924,884	I	By Longitude Venture Partners, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	71	D	\$ <u>(5)</u> 162.9396	18,538	I	By Longitude Capital Associates, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	39,241	D	\$ <u>(6)</u> 161.9339	885,643	I	By Longitude Venture Partners, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	787	D	\$ <u>(7)</u> 161.9341	17,751	I	By Longitude Capital Associates, L.P. ⁽³⁾
Ordinary Shares	02/28/2014	S	8,866	D	\$ <u>(8)</u> 160.7636	876,777	I	By Longitude Venture Partners, L.P. ⁽³⁾
	02/28/2014	S	180	D		17,571	I	

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Ordinary Shares					\$ 160.7731 <u>(9)</u>			By Longitude Capital Associates, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	20,977	D	\$ 159.9108 <u>(10)</u>	855,800	I	By Longitude Venture Partners, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	423	D	\$ 159.9091 <u>(11)</u>	17,148	I	By Longitude Capital Associates, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	28,070	D	\$ 159.0284 <u>(12)</u>	827,730	I	By Longitude Venture Partners, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	559	D	\$ 159.0287 <u>(13)</u>	16,589	I	By Longitude Capital Associates, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	435,588	D	\$ 150.5	392,142	I	By Longitude Venture Partners, L.P. <u>(3)</u>
Ordinary Shares	02/28/2014	S	8,731	D	\$ 150.5	7,858	I	By Longitude Capital Associates, L.P. <u>(3)</u>
Ordinary Shares	03/03/2014	S	300 <u>(2)</u>	D	\$ 147.8667 <u>(14)</u>	11,461 <u>(2)</u>	I	By Longitude Capital Partners, LLC <u>(3)</u>
Ordinary Shares	03/03/2014	S	2,700	D	\$ 148.5511 <u>(15)</u>	8,761	I	By Longitude Capital Partners, LLC <u>(3)</u>
	03/03/2014	S	3,700	D		5,061	I	

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Ordinary Shares					\$ 149.4203 <u>(16)</u>			By Longitude Capital Partners, LLC ⁽³⁾	
Ordinary Shares	03/03/2014		S	1,166	D	\$ 150.4536 <u>(17)</u>	3,895	I	By Longitude Capital Partners, LLC ⁽³⁾
Ordinary Shares	03/03/2014		S	3,895	D	\$ 153.7979 <u>(18)</u>	0	I	By Longitude Capital Partners, LLC ⁽³⁾

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.

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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 of Number of Shares
Warrant (right to buy)	\$ 4	02/28/2014		X	929,243	07/07/2009	07/06/2016	Ordinary Shares	929,243
Warrant (right to buy)	\$ 4	02/28/2014		X	18,624	07/07/2009	07/06/2016	Ordinary Shares	18,624

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/ Patrick G.
Enright
03/04/2014
Date

**Signature of
Reporting Person

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) Reflects acquisition of ordinary shares upon exercise of in-the-money warrant and is therefore exempt from the operation of Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-6(b).
- (2) On February 28, 2014, Longitude Ventures Partners, L.P.("LVP") and Longitude Capital Associates, L.P.("LCA") distributed to their partners all of the ordinary shares of which they were the record holder prior to the exercise of warrants reflected in this report, totaling 768,670 ordinary shares held of record by LVP and 15,422 shares held of record by LCA. The reporting person reported beneficial ownership over all such shares in his prior reports filed under Section 16(a) of the Securities Exchange Act of 1934, as amended(the "Exchange Act"). The general partner of each of LVP and LCA, Longitude Capital Partners, LLC("LCP"), received an aggregate of 11,761 ordinary shares in such distributions, consisting of 11,530 ordinary shares from LVP and 231 ordinary shares from LCA.
- (3) The reporting person disclaims beneficial ownership of the securities of Jazz Pharmaceuticals plc held of record by LVP, LCA and LCP, except to the extent of his pecuniary interest therein.
- (4) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$163.48 to \$162.50. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.
- (5) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$163.48 to \$162.50. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.
- (6) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$162.43 to \$161.45. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.
- (7) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$162.43 to \$161.45. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.
- (8) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$161.37 to \$160.41. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.
- (9) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$161.37 to \$160.41. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and

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prices at which the sales were effected.

(10) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$160.25 to \$159.26. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(11) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$160.25 to \$159.26. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(12) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$159.24 to \$159. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(13) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$159.24 to \$159. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(14) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$147.82 to \$147.90. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(15) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$148.02 to \$148.905. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(16) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$148.95 to \$149.91. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(17) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$149.99 to \$150.98. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

(18) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$153.535 to \$154.055. The price reported reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, Jazz Pharmaceuticals plc or a security holder of Jazz Pharmaceuticals plc full information regarding the number of shares and prices at which the sales were effected.

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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