

JAZZ PHARMACEUTICALS INC
 Form 3
 October 13, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KKR Fund Holdings L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>JAZZ PHARMACEUTICALS INC [JAZZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,504,338 | I | Held through KKR JP LLC ^{(1) (2)} <u>(3) (4) (7) (8) (9)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------------------------|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Common Stock Warrants (right to buy) | 01/21/2009 | 07/21/2014 | Common Stock | 597,837 | \$ 7.37 | I | Held through <u>KKR JP LLC</u> ⁽¹⁾ <u>(2) (3) (4) (7) (8) (9)</u> |
| Common Stock Warrants (right to buy) | 06/24/2005 | 06/24/2012 | Common Stock | 70,156 | \$ 20.36 | I | Held through <u>KKR Financial Holdings III, LLC</u> ^{(1) (4) (5) (6)} <u>(7) (8) (9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Management Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Management Holdings Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. | Â | Â X | Â | Â |

9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Management LLC
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Signatures

| | |
|--|------------|
| KKR Fund Holdings L.P., By: KKR Fund Holdings GP Limited, Its: General Partner, /s/ William J. Janetschek, Director | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Fund Holdings GP Limited, /s/ William J. Janetschek, Director | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Management Holdings L.P., By: KKR Management Holdings Corp., Its: General Partner, /s/ William J. Janetschek, Chief Financial Officer | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Management Holdings Corp., /s/ William J. Janetschek, Chief Financial Officer | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Group Holdings L.P., By: KKR Group Limited, Its: General Partner, /s/ William J. Janetschek, Director | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Group Limited, /s/ William J. Janetschek, Director | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR & Co. L.P., By: KKR Management LLC, Its: General Partner, /s/ William J. Janetschek, Chief Financial Officer | 10/13/2009 |
| __Signature of Reporting Person | Date |
| KKR Management LLC, /s/ William J. Janetschek, Chief Financial Officer | 10/13/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, KKR Management Holdings L.P. and KKR Management Holdings Corp. are filing this Form 3 as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ("KKR") in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.
- (2) KKR JP LLC ("KKR JP") directly holds 9,906,501 shares of common stock of the Issuer, and warrants to purchase 597,837 shares of common stock of the Issuer. As the sole member of KKR JP, KKR Millennium Fund L.P. ("KKR Millennium Fund") may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Millennium Fund, KKR Associates Millennium L.P. ("KKR Associates Millennium") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Associates Millennium, KKR Millennium GP LLC ("KKR Millennium GP") also may be deemed to be the beneficial owner of such securities held by KKR JP.
- (3) As the designated member of KKR Millennium GP, KKR Fund Holdings L.P. ("KKR Fund Holdings") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the general partner of KKR Fund Holdings, KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") also may be deemed to be the beneficial owner of such securities held by KKR JP.

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- (4) In addition to the securities reported on this Form 3, KKR JP III LLC ("KKR JP III") directly holds 36,445 shares of common stock of the Issuer. As the sole member of KKR JP III, KKR Partners III, L.P. ("KKR Partners III") may be deemed to be the beneficial owner of such securities held by KKR JP III. As the sole general partner of KKR Partners III, KKR III GP LLC ("KKR III GP") also may be deemed to be the beneficial owner of such securities held by KKR JP III.

- (5) KKR Financial Holdings III, LLC ("KKR Financial Holdings III") directly holds warrants to purchase 70,156 shares of common stock of the Issuer. As the sole member of KKR Financial Holdings III, KKR Financial Holdings LLC ("KKR Financial Holdings") may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III. As the manager of KKR Financial Holdings, KKR Financial Advisors LLC ("KKR Financial Advisors") also may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III. As the sole member of KKR Financial Advisors, Kohlberg Kravis Roberts & Co. (Fixed Income) LLC ("Kohlberg Kravis Roberts & Co. (Fixed Income)") also may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III.

- (6) As the holder of all of the outstanding equity interests in Kohlberg Kravis Roberts & Co. (Fixed Income), Kohlberg Kravis Roberts & Co. L.P. ("Kohlberg Kravis Roberts & Co.") also may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III. As the general partner of Kohlberg Kravis Roberts & Co., KKR Management Holdings L.P. also may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III. As the general partner of KKR Management Holdings L.P., KKR Management Holdings Corp. also may be deemed to be the beneficial owner of such securities held by KKR Financial Holdings III.

- (7) Each of KKR Group Holdings L.P. ("KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP, a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Management Holdings Corp.); KKR Group Limited ("KKR Group") (as the general partner of KKR Group Holdings); KKR & Co. L.P. ("KKR & Co.") (as the sole shareholder of KKR Group); and KKR Management LLC ("KKR Management") (as the general partner of KKR & Co.) may be deemed to be the beneficial owner of the securities held by KKR JP and KKR Financial Holdings III.

- (8) As the designated members of KKR Management LLC and the managing members of KKR III GP LLC, Messrs. Henry R. Kravis and George R. Roberts may be deemed to be the beneficial owner of the securities held by KKR JP, KKR JP III and KKR Financial Holdings III. Messrs. Henry R. Kravis and George R. Roberts have also been designated as managers of KKR Millennium GP by KKR Fund Holdings.

- (9) Each Reporting Person and each other person named in notes (2) through (6) above disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owners of any equity securities covered by this statement.

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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