

Jazz Pharmaceuticals plc
Form 4
October 16, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hooper Suzanne Sawochka

(Last) (First) (Middle)

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

(Street)

DUBLIN 4, L2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Jazz Pharmaceuticals plc [JAZZ]

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

10/14/2014

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)

EVP and General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Ordinary Shares | 10/14/2014 | | S ⁽¹⁾ | D | 1,185 | \$ 142.77 | 49,434 D |
| Ordinary Shares | 10/16/2014 | | M | A | 667 | \$ 46.83 | 50,101 D |
| Ordinary Shares | 10/16/2014 | | S ⁽¹⁾ | D | 667 | \$ 150 | 49,434 D |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonstatutory Stock Option (right to buy) | \$ 46.83 | 10/16/2014 | | M | 667 | <u>(2)</u> 08/08/2022 | Ordinary Shares | 667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hooper Suzanne Sawochka C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2 | | | EVP and General Counsel | |

Signatures

/s/ Larissa Schwartz as attorney in fact for Suzanne Sawochka
Hooper 10/16/2014

**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) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

As of the date of this report, the remaining ordinary shares subject to this option are vested with respect to 28,814 shares and will vest
(2) with respect to 17,926 shares in equal monthly installments from November 9, 2014 to December 9, 2015 and with respect to 9,532 shares in equal monthly installments from January 9, 2016 to August 9, 2016.

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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