

ENRIGHT PATRICK G
Form 4
October 04, 2012

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 *
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)
10/02/2012

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)

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 | 10/02/2012 | | S | | 61,683 (1) | D | \$ 58.588 (2) | 1,687,307 | I | By Longitude Venture Partners, L.P. (6) |
| Ordinary Shares | 10/02/2012 | | S | | 3,667 (1) | D | \$ 59.342 (3) | 1,683,640 | I | By Longitude Venture Partners, L.P. (6) |
| | 10/02/2012 | | S | | | D | | 33,824 | I | |

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| | | | | | | | | | |
|-----------------|------------|--|---------------------|---|----------------------------|------------------|---|--|--|
| Ordinary Shares | | | 1,228 <u>(1)</u> | | \$ 58.588 <u>(4)</u> | | | | By Longitude Capital Associates, L.P. <u>(6)</u> |
| Ordinary Shares | 10/02/2012 | | S 72 <u>(1)</u> | D | \$ 59.341 <u>(5)</u> | 33,752 | I | | By Longitude Capital Associates, L.P. <u>(6)</u> |
| Ordinary Shares | | | | | | 2,250 <u>(7)</u> | D | | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

10/04/2012

**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) Securities were sold pursuant to a 10b5-1 trading plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.11 to \$59.08, inclusive. The reporting person undertakes to provide to Jazz Pharmaceuticals plc, any security holder of Jazz Pharmaceuticals plc, 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 ranges set forth in this footnote.

(2)

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.12 to \$59.72, inclusive. The reporting person undertakes to provide to Jazz Pharmaceuticals plc, any security holder of Jazz Pharmaceuticals plc, 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 ranges set forth in this footnote.

(3)

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.11 to \$59.08, inclusive. The reporting person undertakes to provide to Jazz Pharmaceuticals plc, any security holder of Jazz Pharmaceuticals plc, 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 ranges set forth in this footnote.

(4)

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.12 to \$59.72, inclusive. The reporting person undertakes to provide to Jazz Pharmaceuticals plc, any security holder of Jazz Pharmaceuticals plc, 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 ranges set forth in this footnote.

(5)

(6) The reporting person disclaims beneficial ownership of the securities of Jazz Pharmaceuticals plc held by Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P., except to the extent of his pecuniary interest therein.

(7) These restricted stock units were granted pursuant to Jazz Pharmaceuticals plc's 2007 Equity Incentive Plan on August 9, 2012. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit. These units will vest in full on August 9, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.