

ENRIGHT PATRICK G
Form 4
December 13, 2017

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)

5TH FL, WATERLOO EXCHANGE, WATERLOO RD

(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)
12/11/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Ordinary Shares | 12/11/2017 | | M ⁽¹⁾ | 4,500 A \$ 46.83 | 20,839 ⁽²⁾ | D | |
| Ordinary Shares | 12/11/2017 | | M ⁽¹⁾ | 4,500 A \$ 81.76 | 25,339 | D | |
| Ordinary Shares | 12/11/2017 | | S ⁽¹⁾ | 800 D \$ 138.145 ⁽³⁾ | 24,539 | D | |
| Ordinary Shares | 12/11/2017 | | S ⁽¹⁾ | 5,358 D \$ 139.5616 ⁽⁴⁾ | 19,181 | D | |
| Ordinary Shares | 12/11/2017 | | S ⁽¹⁾ | 2,842 D \$ 140.4977 | 16,339 | D | |

(5)

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 or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 46.83 | 12/11/2017 | | M ⁽¹⁾ | 4,500 | ⁽⁶⁾ 08/08/2022 | Ordinary Shares | 4,500 |
| Non-employee director stock option ⁽⁷⁾ | \$ 81.76 | 12/11/2017 | | M ⁽¹⁾ | 4,500 | ⁽⁸⁾ 08/07/2023 | Ordinary Shares | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ENRIGHT PATRICK G 5TH FL, WATERLOO EXCHANGE WATERLOO RD DUBLIN 4, L2 | X | | | |

Signatures

By: /s/Peter A Christou, as attorney in fact For: Patrick G Enright 12/13/2017

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

Includes 14,974 shares received as a pro rata liquidating distribution from Longitude Venture Partners, L.P. ("Longitude Venture") and Longitude Capital Associates, L.P. ("Longitude Capital") to their respective partners. In prior reports, the Reporting Person reported

(2) indirect ownership of the Issuer's securities held by Longitude Venture and Longitude Capital but disclaimed beneficial ownership except to the extent of his pecuniary interest therein. The Reporting Person is a managing member of Longitude Capital Partners, LLC, the general partner of each of Longitude Venture and Longitude Capital.

(3) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$137.8000 to \$138.6800. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(4) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$139.1000 to \$140.0800. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer 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 \$140.1700 to \$141.1000. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(6) This non-qualified stock option was granted on August 9, 2012 and vested over a period of one year from the grant date. The options were fully vested as of August 9, 2013.

(7) This Security is a non-qualified stock option (right to buy).

(8) This non-qualified stock option was granted on August 8, 2013 and vested over a period of one year beginning on September 1, 2013. The options were fully vested as of August 1, 2014.

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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