

Jazz Pharmaceuticals plc
 Form 4
 February 24, 2016

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 *
 Mulligan Seamus

(Last) (First) (Middle)

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)

02/23/2016

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 or Price | | |
| Ordinary Shares | 02/23/2016 | | S ⁽¹⁾ | | 2,716 | D | \$ 120.678 ⁽²⁾ |
| | | | | | | | 1,127,831 |
| Ordinary Shares | 02/23/2016 | | S ⁽¹⁾ | | 4,779 | D | \$ 122.0285 ⁽³⁾ |
| | | | | | | | 1,123,052 |
| Ordinary Shares | 02/23/2016 | | S ⁽¹⁾ | | 15,824 | D | \$ 122.8327 ⁽⁴⁾ |
| | | | | | | | 1,107,228 |
| Ordinary Shares | 02/23/2016 | | S ⁽¹⁾ | | 2,927 | D | \$ 123.8117 ⁽⁵⁾ |
| | | | | | | | 1,104,301 |

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Ordinary Shares 02/23/2016 S⁽¹⁾ 1,722 D \$ 124.7776 1,102,579 D
 (6)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mulligan Seamus CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2 | X | | | |

Signatures

By: /s/ Karen Eberle as attorney in fact For: Seamus Mulligan 02/24/2016
 **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.
- (2) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$120.2000 to \$121.1900. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange

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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.

- (3) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$121.2387 to \$122.2200. 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 \$122.3300 to \$123.3100. 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 \$123.3900 to \$124.3000. 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) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$124.3900 to \$125.3000. 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.

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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