Mulligan Seamus Form 4 March 13, 2012

## FORM 4

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

**OMB** 

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*

(First)

(Street)

45 FITZWILLIAM SQUARE

Mulligan Seamus

(Last)

2. Issuer Name and Ticker or Trading Symbol

Jazz Pharmaceuticals plc [JAZZ]

(Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

03/09/2012

Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

Issuer

\_X\_\_ Director

(2) (3) (4)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

DUBLIN 2, L2

Shares. nominal value \$0.0001 per share

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	ecuriti	ies Acqui	red, Disposed of	, or Beneficia	lly 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) DOOR Disposed of (D) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(	
Ordinary Shares, nominal value \$0.0001 per share (1)	03/09/2012		S	2,000,000	D	\$ 49.56	3,291,009 (1) (3) (4)	D	
Ordinary	03/09/2012		G	864,954	D	\$ 0	2,426,055	D	

1

(2)

Ordinary Shares, nominal

per share (2)

value 03/09/2012 \$0.0001

G 864,954 \$0

864,954 (2) (3)(4)

By Barrymore Trust

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

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SEC 1474 (9-02)

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

1. Title of 3. Transaction Date 3A. Deemed (Month/Day/Year) Derivative Conversion Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year) Derivative Security

4. 5. TransactionNumber Code of (Instr. 8) Derivative

> Acquired (A) or

> Disposed

(Instr. 3, 4, and 5)

Date

of (D)

Code V (A) (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year) Securities

7. Title and Amount of Underlying Securities

(Instr. 3 and 4)

8. Price of Derivative

Security (Instr. 5)

Follo Repo Trans (Insti

9. Nu

Deriv

Secu

Bene

Own

Amount

Expiration Exercisable Date

Title Number

Shares

**Reporting Owners** 

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mulligan Seamus

45 FITZWILLIAM SQUARE X

DUBLIN 2, L2

**Signatures** 

/s/ Seamus Mulligan

03/12/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

## **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).
- On March 9, 2012, the Reporting Person completed the sale of 2,000,000 ordinary shares to Barclays Capital Inc. and Citigroup Global (1) Markets Inc., as underwriters in connection with a public offering of a total of 7,883,366 ordinary shares by certain shareholders of the Issuer, including the Reporting Person.
- On March 9, 2012, the Reporting Person transferred for no consideration a total of 864,954 ordinary shares to The Barrymore Trust, consisting of 432,477 ordinary shares that the Reporting Person held directly and 432,477 ordinary shares that the Reporting Person held in his name on behalf of his wife, Deirdre Mallon. The Barrymore Trust is a discretionary family trust the beneficiaries of which are the Reporting Person, his wife and his children.
- Following the consummation of the transactions described in footnotes (1) and (2), above and (4) below, the Reporting Person will beneficially own a total of 3,291,009 ordinary shares of the Issuer, consisting of 2,426,055 ordinary shares held directly by the Reporting Person and 864,954 ordinary shares held by The Barrymore Trust. See Exhibit A to this report for a discussion of the escrow arrangements to which 569,160 ordinary shares of the Reporting Person are subject.
  - The Reporting Person voluntarily reported on his Form 3 filed on January 18, 2012 that he held 400,590 ordinary shares in his name, as nominee, in trust for nineteen other individuals. Under the trust deed pursuant to which the Reporting Person held the ordinary shares, the Reporting Person had sole voting power, but no dispositive power or pecuniary interest in such shares and, accordingly, disclaimed
- beneficial ownership of such shares in the Form 3. On March 9, 2012, the Reporting Person resigned from his position as nominee/trustee under the trust deed and transferred for no consideration all of the 400,590 ordinary shares to a third party who agreed to act as nominee/trustee under the trust deed. Accordingly, the Reporting Person no longer has any voting power with respect to such shares.

  Since the Reporting Person did not have any pecuniary interest in such ordinary shares, the transfer is not reflected in Table I above in accordance with SEC rules.

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.