

Keegan Fintan  
Form 4  
August 13, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keegan Fintan

(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)

08/09/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Technical Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(D)	Price
Ordinary Shares	08/09/2012		A <sup>(1)(2)(3)</sup>		4,500	A	\$ 0 12,586
						D	(4) (5) (6)

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  
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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)

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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. Filing Date (Instr. 3 and 4)
Option (right to buy)	\$ 46.83	08/09/2012		A	9,000	(7) 08/08/2022	Ordinary Shares	9,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Keegan Fintan C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2	Director 10% Owner Officer Other EVP, Technical Operations

## Signatures

/s/ Peter Soparkar as attorney in fact for Fintan  
Keegan 08/13/2012

\*\*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) These restricted stock units are granted pursuant to the Issuer's 2011 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit.
- 1/4th of these restricted stock units vest on each of August 9, 2013, August 11, 2014, August 10, 2015 and August 9, 2016 (each such date, an "Annual Vesting Date"), provided, however, that if any Annual Vesting Date falls on a date when the Issuer determines that the Reporting Person is not permitted to sell ordinary shares in the open market for any reason, then such Annual Vesting Date shall instead be the later of the next business day of the next occurring open "window period" applicable to the Reporting Person or the next business day when the Issuer determines that the Reporting Person is not prohibited from selling ordinary shares in the open market (each such later date, an "Actual Vesting Date").
- (2) If the Reporting Person's Continuous Service (as defined in the Issuer's 2011 Equity Incentive Plan) terminates between an Annual Vesting Date and the related Actual Vesting Date, then the units originally scheduled to vest on such related Actual Vesting Date will
- (3) cease and not vest upon such termination, unless the Reporting Person's Continuous Service terminates for a reason other than Cause (as defined in the Issuer's 2011 Equity Incentive Plan), in which case these units will instead vest on the first business day following the termination of the Reporting Person's Continuous Service.
- (4) Of the ordinary shares directly owned by the Reporting Person, 8,086 shares are subject to an escrow in accordance with certain Escrow Agreement, dated as of January 18, 2012 (the "Escrow Agreement"), among the Issuer, Jazz Pharmaceuticals, Inc., Seamus Mulligan, as representative of the indemnitors, and Deutsche Bank National Trust Company, as escrow agent. The escrow shares are held by the

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escrow agent as security for the indemnification obligations under that certain Agreement and Plan of Merger and Reorganization, dated as of September 19, 2011, by and among the Issuer (formerly known as Azur Pharma Limited), Jazz Pharmaceuticals Inc., Jaguar Merger Sub Inc. and Seamus Mulligan, as representative of the indemnitors (as defined therein).

The shareholders owning ordinary shares subject to the escrow, including the Reporting Person, have the right to vote the escrowed ordinary shares and to receive all dividends on the escrowed ordinary shares, other than certain dividends paid in capital stock of the Issuer. Any shares of capital stock of the Issuer issuable in respect of or in exchange for any escrowed ordinary shares, whether by way of

(5) share splits, dividends, or otherwise, will be issued in the name of the escrow agent and held under the escrow agreement, subject to certain exceptions. The shareholders owning ordinary shares subject to such escrow, including the Reporting Person, are also entitled to remove their ordinary shares from the escrow account provided they replace the removed ordinary shares with cash having an equivalent value.

The escrow agent is permitted to sell ordinary shares held in the escrow account for the purpose of satisfying indemnification claims that may arise from time to time upon receipt of proper instructions and direction pursuant to the terms of the Escrow Agreement. Subject to the existence of any pending claims, ordinary shares retained in the escrow account as of July 18, 2013, the termination date for the

- (6) escrow, will be released to the respective owners thereof. If there are unresolved indemnification claims as of the termination date, the escrow agent will retain a number of ordinary shares in escrow having a value sufficient to cover the amount of such pending claims until such claims are resolved. The escrow agent may not sell or otherwise dispose of ordinary shares held in the escrow account other than as described above or pursuant to joint written instructions of Jazz Pharmaceuticals, Inc. and the representative of the indemnitors.

This option is granted pursuant to the Issuer's 2011 Equity Incentive Plan and consists of a nonstatutory stock option exercisable for 9,000

- (7) ordinary shares. This option vests over four years measured from the grant date, August 9, 2012, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

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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