

Jazz Pharmaceuticals plc  
Form 4  
August 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Winningham Rick E

(Last) (First) (Middle)

C/O THERAVANCE BIOPHARMA  
US, INC., 901 GATEWAY  
BOULEVARD

(Street)

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/07/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Ordinary Shares                 | 08/07/2015                           |  | A <sup>(1)</sup>               | 1,310<br>(1)  | \$ 0  | 15,460   | D                                 |
| Ordinary Shares                 | 08/10/2015                           |  | S <sup>(2)</sup>               | 797   | \$ 179.98   | 14,663   | D                                 |
| Ordinary Shares                 | 08/10/2015                           |  | S <sup>(2)</sup>               | 4   | \$ 183.3625   | 14,659   | 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**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 |
| Nonstatutory Stock Option (right to buy)   | \$ 181.79  | 08/07/2015                           |  | A                              | 3,415   | <u>(3)</u>   | 08/06/2025  | Ordinary Shares | 3,415                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Winningham Rick E<br>C/O THERAVANCE BIOPHARMA US, INC.<br>901 GATEWAY BOULEVARD<br>SOUTH SAN FRANCISCO, CA 94080 | X             |           |         |       |

## Signatures

/s/ Larissa Schwartz as attorney in fact for Rick Winningham 08/11/2015

\_\_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).
- These restricted stock units are granted pursuant to the Issuer's 2007 Equity Incentive Plan. Each restricted stock unit represents a
- (1) contingent right to receive one ordinary share upon the vesting of the unit. Subject to the Reporting Person's continuous service and certain additional conditions, these units will vest in full on July 30, 2016.
  - (2) Shares sold to satisfy tax obligations arising out of the vesting of previously granted restricted stock units.
  - (3) This option is granted pursuant to the Issuer's 2007 Non-Employee Directors Stock Option Plan. Subject to the Reporting Person's continuous service and certain additional conditions, this option vests in 12 equal monthly installments beginning on August 1, 2015.

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

## Edgar Filing: Jazz Pharmaceuticals plc - Form 4

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