

Jazz Pharmaceuticals plc
 Form 4
 March 12, 2013

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 *
KKR Fund Holdings L.P.

(Last) (First) (Middle)

**C/O KOHLBERG KRAVIS
 ROBERTS & CO. L.P., 9 WEST
 57TH STREET**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

See Footnotes (1) - (6)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 | (A) or (D) | Price | | | |
| Common Stock | 03/08/2013 | | S | | 3,734,135 | D | \$ 58.28 | 3,185,058 | I | Held by KKR JP LLC; See Footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock | 03/08/2013 | | S | | 15,865 | D | \$ 58.28 | 7,888 | I | Held by KKR JP III LLC; See Footnotes |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Footnotes (1) - (6) |
| KKR JP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Footnotes (1) - (6) |
| KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Footnotes (1) - (6) |
| KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Footnotes (1) - (6) |

| | | |
|--|---|-------------------------|
| KKR Millennium GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |
| KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |
| KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |
| KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |
| KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |
| KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | X | See Footnotes (1) - (6) |

Signatures

| | |
|---|------------|
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR JP LLC | 03/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner, KKR Associates Millennium L.P, General Partner for KKR Millennium Fund L.P. | 03/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner for KKR Associates Millennium L.P. | 03/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager for KKR Millennium GP LLC | 03/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Fund Holdings GP Limited, General Partner for KKR Fund Holdings L.P. | 03/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP Limited | 03/12/2013 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Group Limited, General Partner for KKR Group Holdings L.P. | 03/12/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited | 03/12/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer, KKR Management LLC, General Partner for KKR & Co. L.P. | 03/12/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC | 03/12/2013 |
| <u>Signature of Reporting Person</u> | 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).

KKR JP LLC ("KKR JP") directly holds 3,185,058 ordinary shares of the Issuer, and warrants to purchase 597,837 ordinary shares of the Issuer. As the sole member of KKR JP, KKR Millennium Fund L.P. ("KKR Millennium Fund") may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Millennium Fund, KKR Associates Millennium L.P. ("KKR Associates Millennium") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Associates Millennium, KKR Millennium GP LLC ("KKR Millennium GP") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the designated member of KKR Millennium GP, KKR Fund Holdings L.P. ("KKR Fund Holdings") also may be deemed to be the beneficial owner of such securities held by KKR JP. (Continued in Footnote 2)
- (2) As a general partner of KKR Fund Holdings, KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") also may be deemed to be the beneficial owner of such securities held by KKR JP.

Each of KKR Group Holdings L.P. ("KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings L.P.); KKR Group Limited ("KKR Group") (as the general partner of KKR Group Holdings); KKR & Co. L.P. ("KKR & Co.") (as the sole shareholder of KKR Group); and KKR Management LLC ("KKR Management") (as the general partner of KKR & Co.) may be deemed to be the beneficial owner of the securities held by KKR JP.
- (4) KKR JP III LLC ("KKR JP III") directly holds 7,888 ordinary shares of the Issuer. As the sole member of KKR JP III, KKR Partners III, L.P. ("KKR Partners III") may be deemed to be the beneficial owner of such securities held by KKR JP III. As the sole general partner of KKR Partners III, KKR III GP LLC ("KKR III GP") also may be deemed to be the beneficial owner of such securities held by KKR JP III.

As the designated members of KKR Management LLC and the managing members of KKR III GP LLC, Messrs. Henry R. Kravis and George R. Roberts may be deemed to be the beneficial owner of the securities held by KKR JP and KKR JP III. Messrs. Henry R. Kravis and George R. Roberts have also been designated as managers of KKR Millennium GP by KKR Fund Holdings.
- (6) Each Reporting Person and each other person named in notes (1) through (4) above disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement. The Reporting Persons may be deemed to be a group, but disclaim such group membership.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, the reporting persons

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.