

Jazz Pharmaceuticals plc  
Form 4  
August 11, 2015

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sohn Catherine A.

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS  
PLC, CONNAUGHT HOUSE, 1  
BURLINGTON RD., FL. 4

(Street)

DUBLIN, L2 4

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares	08/07/2015		A <sup>(1)</sup>		1,310 (1)	\$ 0	6,839 D
Ordinary Shares	08/10/2015		S <sup>(2)</sup>		797	\$ 179.98	6,042 D
Ordinary Shares	08/10/2015		S <sup>(2)</sup>		4	\$ 184.0625	6,038 D
Ordinary Shares	08/11/2015		S <sup>(2)</sup>		644	\$ 177.82	5,394 D
Ordinary Shares	08/11/2015		S <sup>(2)</sup>		10	\$ 177.7125	5,384 D

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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 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
Sohn Catherine A. C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD., FL. 4 DUBLIN, L2 4	X

## Signatures

/s/ Larissa Schwartz as attorney in fact for Catherine Sohn 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)

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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.

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