

Jazz Pharmaceuticals plc
Form 4
March 04, 2015

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 *
ENRIGHT PATRICK G

(Last) (First) (Middle)

C/O LONGITUDE CAPITAL PARTNERS, LLC, 800 EL CAMINO REAL, SUITE 220

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction

(Month/Day/Year)

03/02/2015

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Ordinary Shares	03/02/2015		S	588	D	\$ 172,598.33	332,733	I	By Longitude Venture Partners, L.P. ⁽⁹⁾
						<u>(1)</u>			
Ordinary Shares	03/02/2015		S	1,862	D	\$ 175,063.8	330,871	I	By Longitude Venture Partners, L.P. ⁽⁹⁾
						<u>(2)</u>			
	03/02/2015		S	2,854	D		328,017	I	

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Ordinary Shares					\$ 176.0244 <u>(3)</u>				By Longitude Venture Partners, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	4,302	D	\$ 176.7923 <u>(4)</u>	323,715	I		By Longitude Venture Partners, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	197	D	\$ 177.51 <u>(5)</u>	323,518	I		By Longitude Venture Partners, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	12	D	\$ 172.5983 <u>(5)</u>	6,667	I		By Longitude Capital Associates, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	38	D	\$ 175.0638 <u>(6)</u>	6,629	I		By Longitude Capital Associates, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	57	D	\$ 176.0253 <u>(7)</u>	6,572	I		By Longitude Capital Associates, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	87	D	\$ 176.7928 <u>(8)</u>	6,485	I		By Longitude Capital Associates, L.P. ⁽⁹⁾
Ordinary Shares	03/02/2015	S	3	D	\$ 177.51 <u>(9)</u>	6,482	I		By Longitude Capital Associates, L.P. ⁽⁹⁾
Ordinary Shares						1,650	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 required to respond unless the form

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 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
ENRIGHT PATRICK G C/O LONGITUDE CAPITAL PARTNERS, LLC 800 EL CAMINO REAL, SUITE 220 MENLO PARK, CA 94025	X			

Signatures

/s/ Patrick G. Enright 03/04/2015

**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).
- (1) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$172.53 to \$172.94. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (2) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$174.34 to \$175.3005. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (3) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$175.4106 to \$176.33. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the

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sales were effected.

(4) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$176.44 to \$177.39. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(5) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$172.53 to \$172.94. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(6) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$174.34 to \$175.3005. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(7) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$175.4106 to \$176.33. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(8) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$176.44 to \$177.39. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(9) The Reporting Person is a managing member of Longitude Capital Partners, LLC, the general partner of each of Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P. The Reporting Person disclaims beneficial ownership of the securities of the Issuer held by Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P. except to the extent of his pecuniary interest therein.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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