

Jazz Pharmaceuticals plc
Form 4
December 03, 2014

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
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(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)

12/01/2014

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D)	Price				
Ordinary Shares	12/01/2014		S		2,401	D	\$ 170.9682 ⁽¹⁾	360,331	I	By Longitude Venture Partners, L.P. ⁽⁹⁾
Ordinary Shares	12/01/2014		S		1,208	D	\$ 171.6468 ⁽²⁾	359,123	I	By Longitude Venture Partners, L.P. ⁽⁹⁾
	12/01/2014		S		3,007	D		356,116	I	

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Ordinary Shares					\$ 173.023 (3)				By Longitude Venture Partners, L.P. (9)
Ordinary Shares	12/01/2014	S	2,403	D	\$ 173.7272 (4)	353,713	I		By Longitude Venture Partners, L.P. (9)
Ordinary Shares	12/01/2014	S	490	D	\$ 174.97	353,223	I		By Longitude Venture Partners, L.P. (9)
Ordinary Shares	12/01/2014	S	295	D	\$ 177.1	352,928	I		By Longitude Venture Partners, L.P. (9)
Ordinary Shares	12/01/2014	S	48	D	\$ 170.9608 (5)	7,220	I		By Longitude Capital Associates, L.P. (9)
Ordinary Shares	12/01/2014	S	25	D	\$ 171.6516 (6)	7,195	I		By Longitude Capital Associates, L.P. (9)
Ordinary Shares	12/01/2014	S	60	D	\$ 173.0278 (7)	7,135	I		By Longitude Capital Associates, L.P. (9)
Ordinary Shares	12/01/2014	S	48	D	\$ 173.7288 (8)	7,087	I		By Longitude Capital Associates, L.P. (9)
Ordinary Shares	12/01/2014	S	10	D	\$ 174.97	7,077	I		By Longitude Capital Associates, L.P. (9)
	12/01/2014	S	5	D	\$ 177.1	7,072	I		

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Ordinary
Shares

By
Longitude
Capital
Associates,
L.P. ⁽⁹⁾

Ordinary
Shares

3,993 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 displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

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

12/03/2014

 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 \$170.40 to \$171.39. 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.

(2) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$171.40 to \$171.99. 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 \$172.51 to \$173.39. 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.

(4) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$173.54 to \$174.18. 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 \$170.40 to \$171.39. 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.

(6) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$171.40 to \$171.99. 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 \$172.51 to \$173.39. 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.

(8) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$173.54 to \$174.18. 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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