

Jazz Pharmaceuticals plc
Form SC 13G/A
February 09, 2012

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Jazz Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

472147 10 7

(CUSIP Number)

November 19, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | | |
|-----|---|----------------------------------|
| 1. | Names of Reporting Persons
Jazz Investors, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
0 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

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- | | | |
|---|---|---------------------------------------|
| 1. | Names of Reporting Persons
Beecken Petty O Keefe & Company, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,461,212 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,461,212 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,461,212 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
Approximately 3.47%* as of November 10, 2011. | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

* Based on 42,157,349 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Schedule 14A filed November 10, 2011.

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Item 1.

- (a) Name of Issuer
Jazz Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices
3180 Porter Drive

Palo Alto, California 94304

Item 2.

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship
Jazz Investors, LLC
c/o Beecken Petty O'Keefe & Company, LLC
131 South Dearborn Street
Suite 2800
Chicago, Illinois 60603
Delaware
- Beecken Petty O'Keefe & Company, LLC
131 South Dearborn Street
Suite 2800
Chicago, Illinois 60603
Delaware
- (d) Title of Class of Securities
Common Stock, par value \$.0001 per share
- (e) CUSIP Number
472147 10 7

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----------------------|---|
| (a) | ☐ | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | ☐ | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | ☐ | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | ☐ | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | ☐ | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | ☐ | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | ☐ | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (h) | ☐ | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | ☐ | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | ☐ | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Jazz Investors, LLC no longer holds any shares of, or warrants to acquire shares of, Common Stock of the Issuer.

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The persons named in Item 2(a) of this Schedule 13G may be deemed to be a group with respect to the securities of the Issuer which they hold directly or indirectly. Such persons disclaim such group membership.

(b) Percent of class:

See Item 11 of each cover page

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) See Item 5 of each cover page
Shared power to vote or to direct the vote

(iii) See Item 6 of each cover page
Sole power to dispose or to direct the disposition of

(iv) See Item 7 of each cover page
Shared power to dispose or to direct the disposition of

See Item 8 of each cover page

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

As reported on prior Schedule 13G's, Jazz Investors, LLC owned 1,529,684 shares of Common Stock of the Issuer and a warrant to acquire 91,975 shares of Common Stock of the Issuer. Jazz Investors, LLC no longer holds any shares of, or warrants to acquire, Common Stock of Issuer. On November 19, 2011, Jazz Investors, LLC distributed all such shares and warrants, without the receipt of any fees or any other consideration, to its owners pro rata based on their beneficial ownership of such securities. Beecken Petty O'Keefe Fund II, L.P., Beecken Petty O'Keefe QP Fund II, L.P. and Beecken Petty O'Keefe Executive Fund II, L.P. as tenants in common (collectively, Fund II) was a member of Jazz Investors, LLC and received shares of Common Stock of the Issuer, as well as the warrant to acquire shares of Common Stock of the Issuer, from Jazz Investors, LLC in connection with the distribution described above. No distributee of such shares or warrants from Jazz Investors, LLC (including Fund II) owns 5% or more of the Common Stock of Issuer.

Beecken Petty O'Keefe & Company, LLC (BPOC LLC) was the sole manager of Jazz Investors, LLC. In such capacity BPOC LLC may have been deemed to have the power to direct the voting and disposition, and to share beneficial ownership, of the securities owned of record by Jazz Investors, LLC. BPOC LLC is also the general partner of Beecken Petty O'Keefe & Company II, L.P., which is the general partner of Fund II. In such capacity, BPOC LLC may be deemed to have the power to direct the voting and disposition, and to share beneficial ownership of, the securities owned of record by Fund II.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 9th day of February, 2012

JAZZ INVESTORS, LLC,
a Delaware limited liability company
By: Beecken Petty O Keefe & Company,
LLC,

a Delaware limited liability company,
its sole manager

By: /s/ John W. Kneen
Name: John W. Kneen
Its: Vice President and Chief
Financial Officer

**BEECKEN PETTY O KEEFE &
COMPANY, LLC**

By: /s/ John W. Kneen
Name: John W. Kneen
Its: Vice President and Chief Financial
Officer