

Jazz Pharmaceuticals plc
 Form 4
 August 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
O'Keefe Kenneth W

 (Last) (First) (Middle)
C/O BEECKEN PETTY O' KEEFE & COMPANY, 131 DEARBORN ST., SUITE 2800

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

CHICAGO, IL 60603

 (City) (State) (Zip)

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

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

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

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	08/08/2013		A ⁽¹⁾			2,250	A	\$ 0	4,500	D	
Ordinary Shares	08/08/2013		S			261,212	D	\$ 81.32	0	I	By Fund II and Fund II GP (as defined in footnote 2) ⁽²⁾

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)	Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 81.76	08/08/2013		A	4,500	<u>(3)</u> 08/07/2023	Ordinary Shares	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Keefe Kenneth W C/O BEECKEN PETTY O' KEEFE & COMPANY 131 DEARBORN ST., SUITE 2800 CHICAGO, IL 60603	X			

Signatures

/s/ Kenneth W. O'Keefe
08/09/2013
**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) These restricted stock units are granted pursuant to the Issuer's 2007 Equity Incentive Plan. Each restricted stock unit represents a 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 August 1, 2014. Upon vesting of the units and delivery of shares, such ordinary shares will be held for the benefit of Beecken Petty O'Keefe & Company II, L.P.
- (2) 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") and Beecken Petty O'Keefe & Company II, L.P. (the "Fund II GP") were the holders. The

Edgar Filing: Jazz Pharmaceuticals plc - Form 4

Fund II GP is the general partner of Fund II and Beecken Petty O'Keefe & Company, LLC is the general partner of the Fund II GP. The Reporting Person is a partner at Beecken Petty O'Keefe & Company, LLC and shared voting and investment power over the shares sold by Fund II and the Fund II GP. The Reporting Person disclaims beneficial ownership of the shares sold by Fund II and the Fund II GP except to the extent of his proportionate pecuniary interest therein.

- This option is granted pursuant to the Issuer's 2007 Non-Employee Directors Stock Option Plan. Subject to the Reporting Person's
- (3) continuous service and certain additional conditions, this option vests in 12 equal monthly installments beginning on September 1, 2013. Upon exercise of this option for shares, such ordinary shares will be held for the benefit of Beecken Petty O'Keefe & Company II, L.P.

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.