

Keegan Fintan
 Form 3
 August 06, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Keegan Fintan (Last) (First) (Middle) C/O JAZZ PHARMACEUTICALS PLC, Â 45 FITZWILLIAM SQUARE (Street) DUBLIN 2, Â L2 Â (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/27/2012 | 3. Issuer Name and Ticker or Trading Symbol Jazz Pharmaceuticals plc [JAZZ] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Technical Operations | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares | 8,086 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Nonstatutory Stock Option (right to buy) | Â <u>(4)</u> | 02/28/2022 | Ordinary Shares | 46,000 | \$ 51.83 | D | Â |
| Restricted Stock Units | Â <u>(5)(6)</u> | Â <u>(5)(6)</u> | Ordinary Shares | 23,000 | \$ <u>(7)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keegan Fintan C/O JAZZ PHARMACEUTICALS PLC 45 FITZWILLIAM SQUARE DUBLIN 2, L2 | Â | Â | Â EVP, Technical Operations | Â |

Signatures

/s/ Fintan
Keegan
Date: 08/06/2012

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 ordinary shares are subject to an escrow in accordance with certain Escrow Agreement, dated as of January 18, 2012 (the "Escrow Agreement"), among the Issuer, Jazz Pharmaceuticals, Inc., Seamus Mulligan, as representative of the indemnitors, and Deutsche Bank National Trust Company, as escrow agent. The escrow shares are held by the escrow agent as security for the indemnification obligations under that certain Agreement and Plan of Merger and Reorganization, dated as of September 19, 2011, by and among the Issuer (formerly known as Azur Pharma Limited), Jazz Pharmaceuticals Inc., Jaguar Merger Sub Inc. and Seamus Mulligan, as representative of the indemnitors (as defined therein).
- (2) The shareholders owning ordinary shares subject to the escrow, including the Reporting Person, have the right to vote the escrowed ordinary shares and to receive all dividends on the escrowed ordinary shares, other than certain dividends paid in capital stock of the Issuer. Any shares of capital stock of the Issuer issuable in respect of or in exchange for any escrowed ordinary shares, whether by way of share splits, dividends, or otherwise, will be issued in the name of the escrow agent and held under the escrow agreement, subject to certain exceptions. The shareholders owning ordinary shares subject to such escrow, including the Reporting Person, are also entitled to remove their ordinary shares from the escrow account provided they replace the removed ordinary shares with cash having an equivalent value.
- (3) The escrow agent is permitted to sell ordinary shares held in the escrow account for the purpose of satisfying indemnification claims that may arise from time to time upon receipt of proper instructions and direction pursuant to the terms of the Escrow Agreement. Subject to the existence of any pending claims, ordinary shares retained in the escrow account as of July 18, 2013, the termination date for the escrow, will be released to the respective owners thereof. If there are unresolved indemnification claims as of the termination date, the escrow agent will retain a number of ordinary shares in escrow having a value sufficient to cover the amount of such pending claims until such claims are resolved. The escrow agent may not sell or otherwise dispose of ordinary shares held in the escrow account other than as described above or pursuant to joint written instructions of Jazz Pharmaceuticals, Inc. and the representative of the indemnitors.
- (4) The option vests over four years measured from the vesting commencement date, March 1, 2012, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter.

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(5) 1/4th of the ordinary shares subject to these restricted stock units vest on each of March 1, 2013, March 3, 2014, March 2, 2015 and March 1, 2016 (each such date, an "Annual Vesting Date"), provided, however, that if any Annual Vesting Date falls on a date when the Issuer determines that the Reporting Person is not permitted to sell ordinary shares in the open market for any reason, then such Annual Vesting Date shall instead be the later of the next business day of the next occurring open "window period" applicable to the Reporting Person or the next business day when the Issuer determines that the Reporting Person is not prohibited from selling ordinary shares in the open market (each such later date, an "Actual Vesting Date").

(6) If the Reporting Person's Continuous Service (as defined in the Issuer's 2011 Equity Incentive Plan) terminates between an Annual Vesting Date and the related Actual Vesting Date, then the ordinary shares originally scheduled to vest on such related Actual Vesting Date will cease and not vest upon such termination, unless the Reporting Person's Continuous Service terminates for a reason other than Cause (as defined in the Issuer's 2011 Equity Incentive Plan), in which case these ordinary shares will instead vest on the first business day following the termination of the Reporting Person's Continuous Service.

(7) Each restricted stock unit represents a contingent right to receive one ordinary share.

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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