

NUTTALL SCOTT C  
Form 3  
May 31, 2007

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 RAETHER PAUL E  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/31/2007

3. Issuer Name and Ticker or Trading Symbol

JAZZ PHARMACEUTICALS INC [JAZZ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
X (see Footnotes 2,3 and 4)

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

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P.,Â 9  
WEST 57TH STREET

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

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 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)

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 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series B Prime Preferred Stock	Â (1)	Â (1)	Common Stock	8,614,419	\$ (1)	I	See Footnote (2) (3) (4)
Series BB Preferred Stock Warrant (right to buy)	06/24/2005	06/24/2012	Series BB Preferred Stock	245,540	\$ 20.36	I	See Footnote (5) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAETHER PAUL E C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â	X (see Footnotes 2,3 and 4)
GOLKIN PERRY C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â	X (see Footnotes 2,3 and 4)
HUTH JOHANNES P C/O KOHLBERG KRAVIS ROBERTS & CO. LTD. STIRLING SQUARE 7 CARLTON GARDEN LONDON, X0 SW1Y 5AD	Â	Â	Â	X (see Footnotes 2,3 and 4)
FISHER TODD A C/O KOHLBERG KRAVIS ROBERTS & CO. LTD. STIRLING SQUARE 7 CARLTON GARDEN LONDON, X0 SW1Y 5AD	Â	Â	Â	X (see Footnotes 2,3 and 4)
NAVAB ALEXANDAR JR C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â	X (see Footnotes 2,3 and 4)
LIPSCHULTZ MARC S C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â	X (see Footnotes 2,3 and 4)
Garaialde Jacques C/O KOHLBERG KRAVIS ROBERTS & CO. LTD. STIRLING SQUARE 7 CARLTON GARDEN LONDON, X0 SW1Y 5AD	Â	Â	Â	X (see Footnotes 2,3 and 4)
Gorenflos Reinhard C/O KOHLBERG KRAVIS ROBERTS & CO. LTD. STIRLING SQUARE 7 CARLTON GARDEN LONDON, X0 SW1Y 5AD	Â	Â	Â	X (see Footnotes 2,3 and 4)

CALBERT MICHAEL M  
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.      Â      Â      Â      X (see Footnotes 2,3 and 4)  
 2800 SAND HILL ROAD, SUITE 200  
 MENLO PARK, CA 94025

NUTTALL SCOTT C  
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.      Â      Â      Â      X (see Footnotes 2,3 and 4)  
 2800 SAND HILL ROAD, SUITE 200  
 MENLO PARK, CA 94025

## Signatures

/s/ William J. Janetschek, as attorney-in-fact for Paul E.  
 Raether      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Perry Golkin      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Johannes P.  
 Huth      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Todd A.  
 Fisher      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Alexander  
 Navab      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Marc  
 Lipschultz      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Jacques  
 Garaialde      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Reinhard  
 Gorenflos      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Michael M.  
 Calbert      05/31/2007

\_\_Signature of Reporting Person      Date

/s/ William J. Janetschek, as attorney-in-fact for Scott C.  
 Nuttall      05/31/2007

\_\_Signature of Reporting Person      Date

## 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).

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- (1) The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
- Consists of 8,577,974 shares held by KKR JP LLC and 36,445 shares held by KKR JP III LLC. All of the outstanding equity interests of KKR JP LLC are owned directly by KKR Millennium Fund L.P. KKR Millennium GP LLC is the general partner of KKR Associates Millennium L.P., which is the general partner of KKR Millennium Fund L.P. All of the outstanding equity interests of KKR JP III LLC are owned directly by KKR Partners III, L.P. KKR III GP LLC is the general partner of KKR Partners III, L.P. The entities named in this footnote are sometimes referred to as the KKR Funds. (Continued to footnote 3)
- (2) KKR Millennium GP LLC and KKR III GP LLC are limited liability companies, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc Lipschultz, Jacques Garaialde, Reinhard Gorenflös, Michael M. Calbert and Scott C. Nuttall. Mr. Michelson is a member of the Issuer's board of directors. Each of such individuals may be deemed to share beneficial ownership of any shares beneficially owned by KKR Millennium GP LLC and KKR III GP LLC, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Mr. Clammer is a member of the Issuer's board of directors and is a member of KKR & Co. L.L.C., which is the general partner of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of the KKR Funds. (Continued to footnote 4)
- (3) Mr. Momtazee is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Patel is a member of the Issuer's board of directors and is an associate of Kohlberg Kravis Roberts & Co. L.P. Each of Messrs. Clammer, Momtazee and Patel disclaims beneficial ownership of any shares beneficially owned by the KKR Funds, except to the extent of their pecuniary interest therein. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Persons have elected to report as indirectly beneficially owned the entire number of securities beneficially owned by KKR JP LLC and/or KKR JP III LLC, as applicable.
- (4) Consists of 245,540 shares of Series BB Preferred Stock that KKR Financial Holdings III, LLC has the right to acquire through the exercise of a warrant. Upon the conversion of all of the Issuer's Preferred Stock into shares of Common Stock, the warrant shall automatically become exercisable for Common Stock on a one-for-one basis. All of the outstanding equity interests of KKR Financial Holdings III, LLC are owned by KKR Financial Holdings LLC. KKR Financial Advisors LLC is the manager of KKR Financial Holdings LLC. KKR Financial LLC is the sole member of KKR Financial Advisors LLC. Kohlberg Kravis Roberts & Co. L.P. owns a majority of the outstanding equity interests of KKR Financial LLC. KKR & Co. L.L.C. is the general partner of Kohlberg Kravis Roberts & Co. L.P. The investment committee of KKR Financial Advisors LLC reviews the investments held by KKR Financial Holdings LLC. (Continued to footnote 6)
- (5) Mr. Nuttall is one of four members of the investment committee, and Messrs. Kravis and Roberts are ad hoc members of the investment committee. The members of KKR & Co. L.L.C. consist of the individuals named in footnotes (2),(3) and (4) above and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts, as managing members of KKR & Co. L.L.C., may be deemed to share beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C., but disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The other members of KKR & Co. L.L.C. disclaim beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Persons have elected to report as indirectly beneficially owned the entire number of securities beneficially owned by KKR Financial Holdings III, LLC.
- (6)

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### Remarks:

Due to SEC limitations on the number of joint filers that may be reported electronically on one

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.