

Treacy Paul  
Form 4  
March 05, 2018

**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 \*  
Treacy Paul

(Last) (First) (Middle)

5TH FL, WATERLOO EXCHANGE, WATERLOO RD

(Street)

DUBLIN 4, L2

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2018

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)

SVP, Technical Operations

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 (D) Price  |   |  |   |
| Ordinary Shares                 | 03/01/2018                           |  | A <sup>(1)</sup>               | 3,600 A \$ 0  | 20,112 <sup>(2)</sup>   | D  |   |
| Ordinary Shares                 | 03/02/2018                           |  | S <sup>(3)</sup>               | 525 D \$ 139.6155   | 19,587  | D  |   |
| Ordinary Shares                 | 03/02/2018                           |  | S <sup>(3)</sup>               | 352 D \$ 139.6258   | 19,235  | 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**

SEC 1474 (9-02)

number.

**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 |                 |                 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|-----------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable           | Expiration Date | Title           | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 140.67  | 03/01/2018                           |  | A                              | 9,000   | (4)  |   | 02/29/2028                 |                 | Ordinary Shares | 9,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Treacy Paul<br>5TH FL, WATERLOO EXCHANGE<br>WATERLOO RD<br>DUBLIN 4, L2 | SVP, Technical Operations        |

## Signatures

By: /s/Peter A Christou, as attorney in fact For: Paul Treacy 03/05/2018

\_\_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 2011 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit. These units vest in equal annual installments over four years measured from the vesting commencement date of March 5, 2018, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in equal annual installments over the subsequent three years.

(2) Includes 127 ordinary shares acquired under a Section 423 Employee Stock Purchase Plan on November 30, 2017.

(3) Shares sold to satisfy tax obligations arising out of the vesting of previously granted restricted stock units.

(4) These options are granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, March 1, 2018, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Treacy Paul - Form 4

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.