

Cox Russell J.
Form 4
December 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
Cox Russell J.

(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)
12/11/2017

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)
EVP & COO

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 | 12/11/2017 | | M | | 44,200 | A | \$ 8.23 |
| | | | | | 96,263 | (1) | |
| Ordinary Shares | 12/11/2017 | | M | | 4,867 | A | \$ 46.83 |
| Ordinary Shares | 12/11/2017 | | M | | 1,691 | A | \$ 59.13 |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 8.23 | 12/11/2017 | | M | 44,200 | <u>(2)</u> 08/24/2020 | Ordinary Shares | 44,200 |
| Incentive Stock Option (right to buy) | \$ 46.83 | 12/11/2017 | | M | 4,867 | <u>(3)</u> 08/08/2022 | Ordinary Shares | 4,867 |
| Incentive Stock Option (right to buy) | \$ 59.13 | 12/11/2017 | | M | 1,691 | <u>(4)</u> 03/04/2023 | Ordinary Shares | 1,691 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Russell J. 5TH FL, WATERLOO EXCHANGE WATERLOO RD DUBLIN 4, L2 | | | EVP & COO | |

Signatures

By: /s/Peter A Christou as attorney in fact For: Russell J. Cox
12/13/2017

**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) Includes 78 ordinary shares acquired under a Section 423 Employee Stock Purchase Plan on November 30, 2017.

This incentive stock option is part of an option award granted on August 25, 2010. The ordinary shares subject to the option award vested over 4 years from the vesting commencement date of July 21, 2010, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter and were fully vested as of July 21, 2014.

(2) This incentive stock option is part of an option award granted on August 9, 2012. The ordinary shares subject to the option award vested over 4 years from the grant date with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter and were fully vested as of August 9, 2016.

(3) This incentive stock option is part of an option award granted on March 5, 2013. The ordinary shares subject to the option award vested over 4 years from the grant date with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter and were fully vested as of March 5, 2017.

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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