

Mulligan Seamus
Form 4
March 13, 2012

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 *
Mulligan Seamus

(Last) (First) (Middle)
45 FITZWILLIAM SQUARE
(Street)
DUBLIN 2, L2
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2012

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)

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, nominal value \$0.0001 per share (1)	03/09/2012		S		2,000,000	D	\$ 49.56
					3,291,009	D	(1) (3) (4)
Ordinary Shares, nominal value \$0.0001 per share	03/09/2012		G		864,954	D	\$ 0
					2,426,055	D	(2) (3) (4)

Edgar Filing: Mulligan Seamus - Form 4

(2)

Ordinary Shares, nominal value \$0.0001 per share	03/09/2012	G	864,954	A	\$ 0	864,954 ⁽²⁾ <u>(3) (4)</u>	I	By Barrymore Trust
---	------------	---	---------	---	------	--	---	--------------------

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulligan Seamus 45 FITZWILLIAM SQUARE DUBLIN 2, L2		X		

Signatures

/s/ Seamus Mulligan	03/12/2012
<u> </u> **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) On March 9, 2012, the Reporting Person completed the sale of 2,000,000 ordinary shares to Barclays Capital Inc. and Citigroup Global Markets Inc., as underwriters in connection with a public offering of a total of 7,883,366 ordinary shares by certain shareholders of the Issuer, including the Reporting Person.

(2) On March 9, 2012, the Reporting Person transferred for no consideration a total of 864,954 ordinary shares to The Barrymore Trust, consisting of 432,477 ordinary shares that the Reporting Person held directly and 432,477 ordinary shares that the Reporting Person held in his name on behalf of his wife, Deirdre Mallon. The Barrymore Trust is a discretionary family trust the beneficiaries of which are the Reporting Person, his wife and his children.

(3) Following the consummation of the transactions described in footnotes (1) and (2), above and (4) below, the Reporting Person will beneficially own a total of 3,291,009 ordinary shares of the Issuer, consisting of 2,426,055 ordinary shares held directly by the Reporting Person and 864,954 ordinary shares held by The Barrymore Trust. *See* Exhibit A to this report for a discussion of the escrow arrangements to which 569,160 ordinary shares of the Reporting Person are subject.

(4) The Reporting Person voluntarily reported on his Form 3 filed on January 18, 2012 that he held 400,590 ordinary shares in his name, as nominee, in trust for nineteen other individuals. Under the trust deed pursuant to which the Reporting Person held the ordinary shares, the Reporting Person had sole voting power, but no dispositive power or pecuniary interest in such shares and, accordingly, disclaimed beneficial ownership of such shares in the Form 3. On March 9, 2012, the Reporting Person resigned from his position as nominee/trustee under the trust deed and transferred for no consideration all of the 400,590 ordinary shares to a third party who agreed to act as nominee/trustee under the trust deed. Accordingly, the Reporting Person no longer has any voting power with respect to such shares. Since the Reporting Person did not have any pecuniary interest in such ordinary shares, the transfer is not reflected in Table I above in accordance with SEC rules.

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.