JAZZ PHARMACEUTICALS INC Form SC 13G/A February 17, 2009

### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 13G (Rule 13d-102) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b) (Amendment No. 1)<sup>1</sup> Jazz Pharmaceuticals, Inc. (Name of Issuer) Common Stock

(Title of Class of Securities) 472147 10 7 (CUSIP Number) December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed: o Rule 13d-1(b)

o Rule 13d-1(c)

þ Rule 13d-1(d)

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 472147 10 7 13G

NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only)

KKR JP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

1

- (a) o
- (b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

## SOLE VOTING POWER

	5	
NUMBER OF		10,504,338 shares (including warrants to purchase 597,837 shares)
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		10,504,338 shares (including warrants to purchase 597,837 shares)
WITH	8	SHARED DISPOSITIVE POWER
	U	-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	10,504,338 shares (including warrants to purchase 597,837 shares)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	35.8%
	TYPE OF REPORTING PERSON
12	00
	Page 2 of 24 pages.

13G

	KKR Millennium Fund L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) p			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delawar	e		
		5	SOLE VOTING POWER	
NUMBER OF		C	-0-	
SHAF		(	SHARED VOTING POWER	
BENEFIC OWNE		6	10,504,338 shares (including warrants to purchase 597,837 shares)	
EAC REPOR		7	SOLE DISPOSITIVE POWER	
PERS			-0-	
WITH		8	SHARED DISPOSITIVE POWER	
		-	10,504,338 shares (including warrants to purchase 597,837 shares)	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

CUSIP No.

1

472147 10 7

NAME OF REPORTING PERSON

I.R.S. Identification No. of Above Persons (Entities Only)

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	10,504,338 shares (including warrants to purchase 597,837 shares)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	35.8%
	TYPE OF REPORTING PERSON
12	PN
	Page 3 of 24 pages.

13G

	KKR Associates Millennium L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
		5	SOLE VOTING POWER
NUMBE	ER OF		-0-
SHARES BENEFICIALLY		6	SHARED VOTING POWER
OWNED BY			10,504,338 shares (including warrants to purchase 597,837 shares)
EACH REPORTING PERSON		7	SOLE DISPOSITIVE POWER
			-0-
WIT	Ή	8	SHARED DISPOSITIVE POWER
			10,504,338 shares (including warrants to purchase 597,837 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

CUSIP No.

1

472147 10 7

NAME OF REPORTING PERSON

I.R.S. Identification No. of Above Persons (Entities Only)

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	10,504,338 shares (including warrants to purchase 597,837 shares)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	35.8%
12	TYPE OF REPORTING PERSON
12	PN
	Page 4 of 24 pages.

13G

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) þ SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER **SHARES** 6 BENEFICIALLY OWNED BY 10,504,338 shares (including warrants to purchase 597,837 shares) EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON -0-WITH SHARED DISPOSITIVE POWER 8 10,504,338 shares (including warrants to purchase 597,837 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

CUSIP No.

1

472147 10 7

KKR Millennium GP LLC

NAME OF REPORTING PERSON

I.R.S. Identification No. of Above Persons (Entities Only)

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	10,504,338 shares (including warrants to purchase 597,837 shares)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	35.8%
12	TYPE OF REPORTING PERSON
	00
	Page 5 of 24 pages.

CUSIP No. 472147 10 7 13G

NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only)

KKR JP III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

1

(a) o

(b) þ

SEC USE ONLY

3

4 Delaware SOLE VOTING POWER 5 NUMBER OF 36,445 shares SHARED VOTING POWER SHARES 6 BENEFICIALLY OWNED BY -0-SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON 36,445 shares

CITIZENSHIP OR PLACE OF ORGANIZATION

WITH SHARED DISPOSITIVE POWER 8 -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,445 shares

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	0.1%
12	TYPE OF REPORTING PERSON
12	00
	Page 6 of 24 pages.

CUSIP No.	472147 10 7	13G
1	NAME OF REPORTING PEI I.R.S. Identification No. of At KKR Partners III, L.P.	
2	CHECK THE APPROPRIAT	E BOX IF A MEMBER OF A GROUI

(b) þ

SEC USE ONLY

3

CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION			
Delawar	Delaware			
	5	SOLE VOTING POWER		
NUMBER OF	-	-0-		
SHARES	6	SHARED VOTING POWER		
BENEFICIALLY OWNED BY	U	36,445 shares		
EACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON	1	-0-		
WITH	8	SHARED DISPOSITIVE POWER		
		36,445 shares		
AGGRE	EGAT	E AMOUNT BENEFICIALLY OWN		

NED BY EACH REPORTING PERSON

36,445 shares

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.1%
12	TYPE OF REPORTING PERSON
14	PN
	Page 7 of 24 pages.

CUSIP No. 472147 10 7 13G

NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only)

KKR III GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

1

(a) o

(b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER SHARES 6 BENEFICIALLY OWNED BY 36,445 shares EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON -0-WITH SHARED DISPOSITIVE POWER 8 36,445 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,445 shares

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	0.1%
12	TYPE OF REPORTING PERSON
14	00
	Page 8 of 24 pages.

13G

1	NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only)
	KKR Financial Holdings III, LLC

#### CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

CUSIP No. 472147 10 7

(b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

	5	SOLE VOTING POWER
NUMBER OF	5	Warrants to purchase 70,156 shares
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	Ū	-0-
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	,	Warrants to purchase 70,156 shares
WITH	8	SHARED DISPOSITIVE POWER
	U	-0-

#### AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	Warrants to purchase 70,156 shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.2%
12	TYPE OF REPORTING PERSON
	00
	Page 9 of 24 pages.

13G

1	NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only) KKR Financial Holdings LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) þ				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NUMBE	ER OF	5	SOLE VOTING POWER -0-		
SHARES BENEFICIALLY 6 OWNED BY		6	SHARED VOTING POWER Warrants to purchase 70,156 shares		
EACH			SOLE DISPOSITIVE POWER		

REPORTING 7 PERSON -0-WITH SHARED DISPOSITIVE POWER 8 Warrants to purchase 70,156 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

CUSIP No.

472147 10 7

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	Warrants to purchase 70,156 shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	0.2%
	TYPE OF REPORTING PERSON
	00
	Page 10 of 24 pages.

13G

1	NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only) KKR Financial Advisors LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) p
3	SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		Warrants to purchase 70,156 shares
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		-0-
WITH	8	SHARED DISPOSITIVE POWER
		Warrants to purchase 70,156 shares

#### AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

CUSIP No.

4

472147 10 7

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	Warrants to purchase 70,156 shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	0.2%
12	TYPE OF REPORTING PERSON
	00
	Page 11 of 24 pages.

13G

1	NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only) Kohlberg Kravis Roberts & Co. (Fixed Income) LLC
2	<ul> <li>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</li> <li>(a) o</li> <li>(b) þ</li> </ul>
3	SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

CUSIP No. 472147 10 7

	5	SOLE VOTING POWER
NUMBER OF	-	-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY	U	Warrants to purchase 70,156 shares
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON	,	-0-
WITH	8	SHARED DISPOSITIVE POWER
	Ū	Warrants to purchase 70,156 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4

Delaware

	Edgar Filing: JAZZ PHARMACEUTICALS INC - Form SC 13G/A
	Warrants to purchase 70,156 shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
	0
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	0.2%
12	TYPE OF REPORTING PERSON
	00
	Page 12 of 24 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON I.R.S. Identification No. of Above Persons (Entities Only)

1

Kohlberg Kravis Roberts & Co. L.P.

2 &nb