

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)¹
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:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ 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

1

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

KKR JP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

-0-

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

10,504,338 shares (including warrants to purchase 597,837 shares)

SHARED DISPOSITIVE POWER

WITH 8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,504,338 shares (including warrants to purchase 597,837 shares)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

35.8%

TYPE OF REPORTING PERSON

12

OO

Page 2 of 24 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

KKR Millennium Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,504,338 shares (including warrants to purchase 597,837 shares)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 10,504,338 shares (including warrants to purchase 597,837 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,504,338 shares (including warrants to purchase 597,837 shares)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

35.8%

TYPE OF REPORTING PERSON

12

PN

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

KKR Associates Millennium L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

OWNED BY 10,504,338 shares (including warrants to purchase 597,837 shares)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

10,504,338 shares (including warrants to purchase 597,837 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,504,338 shares (including warrants to purchase 597,837 shares)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

35.8%

TYPE OF REPORTING PERSON

12

PN

Page 4 of 24 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

KKR Millennium GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,504,338 shares (including warrants to purchase 597,837 shares)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 10,504,338 shares (including warrants to purchase 597,837 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,504,338 shares (including warrants to purchase 597,837 shares)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

35.8%

TYPE OF REPORTING PERSON

12

OO

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 36,445 shares

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY -0-

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 36,445 shares

SHARED DISPOSITIVE POWER

WITH **8**

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

36,445 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

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

KKR Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 36,445 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 36,445 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

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)

0.1%

12

TYPE OF REPORTING PERSON

PN

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 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
 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 36,445 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 36,445 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

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)

0.1%

12

TYPE OF REPORTING PERSON

OO

Page 8 of 24 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 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)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

SOLE VOTING POWER

5

NUMBER OF Warrants to purchase 70,156 shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON Warrants to purchase 70,156 shares

SHARED DISPOSITIVE POWER

8

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 70,156 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)

0.2%

12

TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

KKR Financial Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

OWNED BY Warrants to purchase 70,156 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH

Warrants to purchase 70,156 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 70,156 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

KKR Financial Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

OWNED BY Warrants to purchase 70,156 shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

Warrants to purchase 70,156 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 70,156 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)

0.2%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1

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

Kohlberg Kravis Roberts & Co. (Fixed Income) LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY Warrants to purchase 70,156 shares

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON -0-

SHARED DISPOSITIVE POWER

WITH **8**

Warrants to purchase 70,156 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 70,156 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12

TYPE OF REPORTING PERSON

OO

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