| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | | | |
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| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

| Check this box if no longer subject to Section 16. Form 4 or Form 5 | STATEMEN |
|---|----------|
| obligations may continue. See Instruction 1(b). | Filed |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Add | ress of Reporting Pe | erson* | | . Issuer Name and T azz Pharmace | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|-----------------------|--|---------------|--|---|---|---|---|---|---|---|--|--|--|
| , | | | | | | | X X | Director Officer (give title | | (specify | | | |
| (Last) 5TH FL, WAT | (First) ERLOO EXCHA | (Middl MGE | · I | . Date of Earliest Tra 3/01/2022 | ansaction (Mo | nth/Day/Year) | below) below) Chairman & CEO | | | | | | |
| WATERLOO | RD | | 4 | . If Amendment, Dat | e of Original F | Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | L2 | | | | | | Line) | Form filed by One | 0. | | | | |
| DUBLIN 4 | L2 | | | | | | | Form filed by More Person | e than One Rep | orting | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1. Title of Securit | ty (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 | d 5) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |

| | (Month/Day/Year) | (Month/Day/Year) | 8) | 8) | | | | Owned Following Reported | (I) (Instr. 4) | Ownership (Instr. 4) |
|-----------------|------------------|------------------|------------------|----|--------|---------------|---------------------------|------------------------------------|----------------|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Ordinary Shares | 03/01/2022 | | М | | 9,700 | Α | \$46.83 | 335,488 | D | |
| Ordinary Shares | 03/01/2022 | | S ⁽¹⁾ | | 3,260 | D | \$135.7319 ⁽²⁾ | 332,228 | D | |
| Ordinary Shares | 03/01/2022 | | S ⁽¹⁾ | | 3,041 | D | \$136.7288 ⁽³⁾ | 329,187 | D | |
| Ordinary Shares | 03/01/2022 | | S ⁽¹⁾ | | 200 | D | \$137.404 ⁽⁴⁾ | 328,987 | D | |
| Ordinary Shares | 03/02/2022 | | S ⁽⁵⁾ | | 6,000 | D | \$150 | 322,987 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (-3), | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|--|-------------------------|--|--------------------|--|--|---|--|--|--|
| 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. Transa Code (8) | | of Deri Sec Acq (A) (Disp of (I | oosed D) tr. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$46.83 | 03/01/2022 | | M ⁽⁵⁾ | | | 9,700 | (6) | 08/08/2022 | Ordinary Shares | 9,700 | \$0.0 | 48,432 | D | |

Explanation of Responses:

1. Shares sold to pay option price and to satisfy tax obligations arising from the exercise of stock options.

2. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$135.18 to \$136.12. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

3. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$136.18 to \$137.16. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

4. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$137.255 to \$137.44. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

5. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

6. This Non-qualified stock option is part of an option granted on August 9, 2012. The ordinary shares subject to this option 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.

By: /s/Paz Dizon, as attorney in 03/03/2022 fact For: Bruce C Cozadd

** Signature of Reporting Person Date

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

* 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).

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

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 Number.