

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Young Matthew P.</u>  (Last) (First) (Middle) 5TH FL, WATERLOO EXCHANGE WATERLOO RD  (Street) DUBLIN 4 L2  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jazz Pharmaceuticals plc [ JAZZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/26/2018		F <sup>(1)</sup>		2,253	D	\$147.44	36,706	D	
Ordinary Shares	02/27/2018		S <sup>(2)</sup>		1,016	D	\$144.961 <sup>(3)</sup>	35,690	D	
Ordinary Shares	02/27/2018		S <sup>(2)</sup>		600	D	\$145.8333 <sup>(4)</sup>	35,090	D	
Ordinary Shares	02/27/2018		S <sup>(2)</sup>		300	D	\$147.2967 <sup>(5)</sup>	34,790	D	
Ordinary Shares	02/27/2018		F <sup>(1)</sup>		606	D	\$143.8	34,184	D	
Ordinary Shares	02/28/2018		S <sup>(2)</sup>		200	D	\$145.245 <sup>(6)</sup>	33,984	D	
Ordinary Shares	02/28/2018		S <sup>(2)</sup>		119	D	\$147.5561 <sup>(7)</sup>	33,865	D	
Ordinary Shares	02/28/2018		S <sup>(2)</sup>		200	D	\$149.015 <sup>(8)</sup>	33,665	D	
Ordinary Shares	02/28/2018		S <sup>(2)</sup>		700	D	\$150	32,965	D	

**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 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					

**Explanation of Responses:**

- Shares withheld to satisfy tax obligations arising out of vesting of a portion of previously granted restricted stock units.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$144.3100 to \$145.2600. 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.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$145.4300 to \$146.2700. 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.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$147.0600 to \$147.4400. 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.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$145.0500 to \$145.4400. 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.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$147.2200 to \$147.6200. 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.
- Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$148.6200 to \$149.4100. 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.

By: /s/Peter A Christou, as  
attorney in fact For: Matthew Paul Young 02/28/2018

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.**