

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	
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1. Name and Address of Reporting Person * <u>COZADD BRUCE C</u> (Last) (First) (Middle) <u>C/O JAZZ PHARMACEUTICALS PLC,</u> <u>CONNAUGHT HOUSE, 1 BURLINGTON RD., FL.</u> <u>4</u> (Street) <u>DUBLIN</u> <u>L2</u> <u>4</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jazz Pharmaceuticals plc</u> [<u>JAZZ</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	08/10/2015		F ⁽¹⁾		7,743	D	\$181.48	299,355 ⁽²⁾⁽³⁾	D	
Ordinary Shares	08/11/2015		S ⁽⁴⁾		2,500	D	\$177.82	296,855	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	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$11.48	08/07/2015		J ⁽⁵⁾	V		6,896	⁽⁶⁾	03/07/2020	Ordinary Shares	6,896	\$0.00	6,895	D	
Incentive Stock Option (right to buy)	\$46.83	08/07/2015		J ⁽⁵⁾	V		1,618	⁽⁷⁾	08/08/2022	Ordinary Shares	1,618	\$0.00	2,652	D	
Non-Qualified Stock Option (right to buy)	\$46.83	08/07/2015		J ⁽⁵⁾	V		89,098	⁽⁸⁾	08/08/2022	Ordinary Shares	89,098	\$0.00	106,632	D	
Incentive Stock Option (right to buy)	\$59.13	08/07/2015		J ⁽⁵⁾	V		403	⁽⁹⁾	03/04/2023	Ordinary Shares	403	\$0.00	1,288	D	
Non-Qualified Stock Option (right to buy)	\$59.13	08/07/2015		J ⁽⁵⁾	V		50,636	⁽¹⁰⁾	03/04/2023	Ordinary Shares	50,636	\$0.00	72,673	D	
Incentive Stock Option (right to buy)	\$166.62	08/07/2015		J ⁽⁵⁾	V		67	⁽¹¹⁾	02/26/2024	Ordinary Shares	67	\$0.00	533	D	
Non-Qualified Stock Option (right to buy)	\$166.62	08/07/2015		J ⁽⁵⁾	V		17,149	⁽¹²⁾	02/26/2024	Ordinary Shares	17,149	\$0.00	48,251	D	

Explanation of Responses:

1. Shares withheld to satisfy tax obligations arising out of vesting of a portion of previously granted restricted stock units.
2. Since the date of the reporting person's last ownership report and prior to the date of the transactions reported in Table I, 186,591 ordinary shares that were previously reported as directly owned ordinary shares by the reporting person were transferred outright to the reporting person's spouse pursuant to a domestic relations order ("DRO") in connection with a divorce. In addition, pursuant to the DRO, the reporting person's economic interest in the following securities was transferred to his spouse: (i) 20,000 ordinary shares retained by the reporting person that are subject to a Rule 10b5-1 trading plan adopted by the reporting person (the "10b5-1 Plan") and (ii) restricted stock units covering a total of 28,535 ordinary shares (the "RSU shares"), which were previously reported as directly owned ordinary shares by the reporting person. (Continued to footnote 3)
3. (Continued from footnote 2) While the reporting person retained the ordinary shares subject to the 10b5-1 Plan and such restricted stock units, the reporting person's spouse will receive the economic benefit from, and the reporting person will have no discretion with respect to, such securities. Accordingly, the reporting person has excluded these securities from this Form 4 and will not report beneficial ownership of or dispositions of these securities (including the RSU shares) in future Section 16(a) reports. Likewise, the number of ordinary shares reported as withheld to satisfy tax obligations in Table I does not include the shares withheld with respect to the portion of the restricted stock units representing the spouse's transferred economic interest, and the number of ordinary shares reported as being sold pursuant to the 10b5-1 Plan in Table I of this report also does not include the portion of the sold shares representing the spouse's transferred economic interest.
4. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
5. Pursuant to the DRO referenced in footnote (2), a portion of the reporting person's economic interest in this option was transferred to the reporting person's spouse. While this option was retained by the reporting person, the reporting person's spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the option representing the spouse's transferred economic interest, including exercises thereof and sales of the ordinary shares underlying such portion. Accordingly, the reporting person will not report beneficial ownership of or dispositions of the portion of the option representing the spouse's transferred economic interest, nor will the reporting person report beneficial ownership of or acquisitions or dispositions of the underlying ordinary shares, in future Section 16(a) filings.
6. The ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are fully vested.
7. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 780 shares and will vest in monthly installments with respect to 1,872 shares from September 9, 2015 to August 9, 2016.
8. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 75,824 shares and will vest in monthly installments with respect to 30,808 shares from September 9, 2015 to August 9, 2016.
9. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest will vest in monthly installments with respect to 1,288 shares from January 5, 2017 to March 5, 2017.
10. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 38,974 shares and will vest in monthly installments with respect to 33,699 shares from September 5, 2015 to March 5, 2017.
11. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest will vest in monthly installments with respect to 533 shares from January 27, 2018 to February 27, 2018.
12. As of the date of this report, the ordinary shares subject to the portion of the option representing the reporting person's remaining economic interest are vested with respect to 13,607 shares and will vest in monthly installments with respect to 34,644 shares from August 27, 2015 to February 27, 2018.

Remarks:

/s/ Larissa Schwartz as attorney. 08/12/2015
in 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of SUZANNE SAWOCHKA HOOPER, VALERIE PIERCE, KAREN EBERLE and LARISSA SCHWARTZ, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and (b) Forms 144 in accordance with Rule 144 promulgated under the Securities Act of 1933, as amended, as such Rule may be amended from time to time (or any successor rule) ("Rule 144");

2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Forms 3, 4, 5 or 144 (collectively, the "Forms"), complete and execute any amendment or amendments thereto, and timely file such Forms or amendments with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, including but not limited to executing and delivering for and on behalf of the undersigned any seller's representation letter that may be required to be submitted to any broker effecting any sale of securities issued by Jazz Pharmaceuticals plc (the "Company") for the account of the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company or any of its affiliates, assuming, any of the undersigned's responsibilities to comply with (a) Section 16 of the Exchange Act and (b) all of the applicable conditions of the Rule 144 safe harbor with respect to a sale of securities issued by the Company.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any Forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or an affiliate of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of July 2015.

/s/ Bruce C. Cozadd
Bruce C. Cozadd