

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>WILSON KAREN J</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 4 L2</u> (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) <u>SVP, Finance & PAO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2014</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 | 11/06/2014 | | M | | 5,000 | A | \$46.83 | 26,713 | D | |
| Ordinary Shares | 11/06/2014 | | M | | 2,000 | A | \$59.13 | 28,713 | D | |
| Ordinary Shares | 11/06/2014 | | S | | 7,000 | D | \$170.1196 | 21,713 | D | |
| Ordinary Shares | 11/06/2014 | | S | | 596 | D | \$170 | 21,117 | 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 |
| Nonstatutory Stock Option (right to buy) | \$46.83 | 11/06/2014 | | M | | | 5,000 | (1) | 08/08/2022 | Ordinary Shares | 5,000 | \$0 | 10,702 | D | |
| Nonstatutory Stock Option (right to buy) | \$59.13 | 11/06/2014 | | M | | | 2,000 | (2) | 03/04/2023 | Ordinary Shares | 2,000 | \$0 | 6,250 | D | |

Explanation of Responses:

- As of the date of this report, the remaining ordinary shares subject to this option are vested with respect to 625 shares and will vest with respect to 625 shares on December 9, 2014, with respect to 6,587 shares in equal monthly installments from January 9, 2015 to December 9, 2015 and with respect to 2,865 shares in equal monthly installments from January 9, 2016 to August 9, 2016.
- As of the date of this report, the remaining ordinary shares subject to this option will vest with respect to 250 shares on December 5, 2014 and with respect to 6,000 shares in equal monthly installments from January 5, 2015 to December 5, 2016.

Remarks:

/s/ Larissa Schwartz as attorney 11/10/2014
in fact for Karen Wilson

** 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.

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