SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

			01.56			1940			
1. Name and Address of Reporting Person* <u>THOMA CRESSEY EQUITY</u> <u>PARTNERS INC</u>			2. Date of Event Requiring Statement (Month/Day/Year) 05/31/2007		3. Issuer Name and Ticker or Trading Symbol <u>JAZZ PHARMACEUTICALS INC</u> [JAZZ]				
(Last) (First) (Middle)					4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
SEARS TOW		I			Director X Officer (give title	Other (spe	cifu	6. Individual or Joint/Group Filing (Check	
22 SOUTH W.	ACKER DRI	VE			below)	below)		icable Line)	y One Reporting Person
(Street) CHICAGO IL 60606							X	Form filed b Reporting P	y More than One erson
(City)	(State)	(Zip)	-						
			Table I - No	on-Deriva	tive Securities Beneficia	lly Owned			
1. Title of Security (Instr. 4)							cṫ (D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
		(e			ve Securities Beneficially ants, options, convertible		s)		
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Series B Prefer	red Stock		(1)	(1)	Common Stock	1,987,942	0(1)	I	See footnote ⁽²⁾⁽³⁾
1. Name and Add THOMA C (Last) SEARS TOW	RESSEY E (First)	QUITY PARTN (Middle		_					
22 SOUTH W									
(Street) CHICAGO IL 60606			;	_					
(City)	(City) (State) (Zip)								
1. Name and Address of Reporting Person* <u>THOMA CRESSEY FUND VII LP</u>									
(Last) (First) (Middle) SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE									
(Street) CHICAGO IL 60606									
(City)	(State) (Zip)								
1. Name and Address of Reporting Person [*] Thoma Cressey Friends Fund VII, L.P.									
(Last) (First) (Middle) SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE									
(Street) CHICAGO IL 60606			-						

(City)	(State)	(Zip)			
1. Name and Address of Reporting Person* CRESSEY BRYAN C					
	(First) CRESSEY BRAV , 22 SOUTH WAI	(Middle) O, SEARS TOWER .KER DRIVE			
(Street) CHICAGO (City)	IL (State)	60606 (Zip)			

Explanation of Responses:

1. The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.

2. Consists of 1,957,380 shares held by Thoma Cressey Fund VII, LP and 30,562 shares held by Thoma Cressey Friends Fund VII, LP. Bryan C. Cressey, Orlando Bravo, Lee Mitchell and Carl Thoma are partners of Thoma Cressey Bravo, Inc., which is the general partner of each of Thoma Cressey Fund VII, LP and Thoma Cressey Friends Fund VII, LP, or the Thoma Cressey Funds, and are deemed to have shared voting and investment power over the shares held by the Thoma Cressey Funds. Each of Messrs. Cressey, Bravo, Mitchell and Thoma disclaim beneficial ownership of the shares held by the Thoma Cressey Funds, except to the extent of each of their pecuniary interest therein.

3. See attached joint filer information. **Remarks:**

Exhibit List: Exhibit 99 - Joint Filer Information.

<u>/s/ Bryan C. Cressey for</u> <u>THOMA CRESSEY BRAVO,</u> <u>INC.</u>	<u>05/31/2007</u>
<u>/s/ Bryan C. Cressey for</u> <u>THOMA CRESSEY FUND</u> <u>VII, L.P.</u>	<u>05/31/2007</u>
<u>/s/ Bryan C. Cressey for</u> <u>THOMA CRESSEY</u> <u>FRIENDS FUND VII, L.P.</u>	<u>05/31/2007</u>
<u>/s/ Bryan C. Cressey</u> ** Signature of Reporting Person	<u>05/31/2007</u> 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 5 (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.

Exhibit 99

FORM 3 JOINT FILER INFORMATION

Name of "Reporting Persons":	Thoma Cressey Bravo, Inc. Thoma Cressey Fund VII, LP				
; Thoma Cressey Fr	iends Fund VII, LP Bryan C. Cressey				
Address:	Sears Tower, 92nd Floor, 22 South Wacker Drive, Chicago, IL 60606				
Designated Filer:	Thoma Cressey Bravo, Inc.				
Issuer and Ticker Symbol:	Jazz Pharmaceuticals, Inc. (JAZZ)				
Date of Event: 07	May 31, 20				

The nature of indirect beneficial ownership is as follows: Bryan C. Cressey, Orlando Bravo, Lee Mitchell and Carl Thoma are partners of Thoma Cressey Bravo, Inc., which is the general partner of each of Thoma Cressey Fund VII, LP and Thoma Cressey Friends Fund VII, LP., or the Thoma Cressey Funds, and are deemed to have shared voting and investment power over the shares held by the Thoma Cressey Funds. Each of Messrs. Cressey, Bravo, Mitchell and Thoma disclaim beneficial ownership of the shares held by the Thoma Cressey Funds, except to the extent of each of their pecuniary interest therein. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Persons have elected to report as indirectly beneficially owned the entire number of securities beneficially owned by such corporation. The Reporting Persons disclaims beneficial ownership of any securities, and proceeds thereof, that exceed his or her pecuniary interest therein, and/or that are not actually distri buted to him or her.

The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owners of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above hereby designates Thoma Cressey Bravo, Inc. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person hereby appoints Bryan C. Cressey as its attorney in fact for the purpose of making reports relating to transactions in Jazz Pharmaceuticals, Inc. Common Stock.

THOMA CRESSEY BRAVO, INC.

By: /s/ Bryan C. Cressey Bryan Cressey Partner

THOMA CRESSEY FUND VII, L.P.

By: /s/ Bryan C. Cressey

; Bryan Cressey Partner

THOMA CRESSEY FRIENDS FUND VII, L.P.

By: /s/ Bryan C. Cressey Bryan Cressey Partner

/s/ Bryan C. Cressey Bryan C. Cressey