SEC Form 4

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* COZADD BRUCE C	2. Issuer Name **and** Ticker or Trading Symbol Jazz Pharmaceuticals plc [JAZZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 5TH FL, WATERLOO EXCHANGE WATERLOO RD	3. Date of Earliest Transaction (Month/Day/Year) 09/06/2022	X Director 10% Owner X Officer (give title below) Other (specify below) Chairman & CEO
(Street) DUBLIN 4 L2	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	09/06/2022		S[1]		1,000	D	$155.1	353,311	D	
Ordinary Shares	09/06/2022		M		9,700	A	$59.13	363,011	D	
Ordinary Shares	09/06/2022		S[2]		4,517	D	$152.41[3]	358,494	D	
Ordinary Shares	09/06/2022		S[2]		1,170	D	$153.13[4]	357,324	D	
Ordinary Shares	09/06/2022		S[2]		474	D	$154.31[5]	356,850	D	
Ordinary Shares	09/06/2022		S[2]		542	D	$155.22[6]	356,308	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				
Non-Qualified Stock Option (right to buy)	$59.13	09/06/2022		M[1]			9,700	[7]	03/04/2023	Ordinary Shares	9,700	$0.0	62,905	D	

Explanation of Responses:

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

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

3. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $151.87 to $152.85. 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 $152.87 to $153.85. 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. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $153.93 to $154.66. 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.

6. Reflects the sale of ordinary shares executed in multiple transactions at prices ranging from $155.095 to $155.74. 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.

7. This non-qualified stock option is part of an option granted on March 5, 2013. 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 March 5, 2017.

By: /s/Paz Dizon, as attorney in fact For: Bruce C Cozadd   09/08/2022

** 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.