| SEC Form 4 | |
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FORM 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0287 | | | | |
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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

| | | | | . Issuer Name and Ticker or Trading Symbol AZZ PHARMACEUTICALS INC [JAZZ] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify | | | | | | | | | | |
|---|---|---|---|---|--|---|---|------------------|------------------|---|--|--|--|----------|--|-----------|--|--|---------------------------------------|---|--|
| | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2007 | | | | | | | below) See Footnotes 2,3&4 | | | | | | | | | |
| (Street) NEW YORK NY 10019 | | | | 4. lf | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | X Form | filed by | More tha | ın One Re | eporting Person | | | | |
| | | | Table I - No | on-Dei | ivativ | /e Sec | urities A | cquir | ed, D | isposed o | of, or Be | neficially | v Owned | | | | | | | | |
| 1. Title of | 1. Title of Security (Instr. 3) | | | Date E (Month/Day/Year) if | | Execu if any | 2A. Deemed Execution Date, if any (Month/Day/Year) | | iction Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5 | | | 5. Amount of Securities Beneficially Owned Following Reported | | 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 | Transaction((Instr. 3 and | s) 4) | | | | | | | |
| Common | Stock | | | 06/06/2007 | | | | | | 8,577,974 | 4 A | (1) | 8,577,974 | | I Held by KKR JP LLC See footnotes ⁽²⁾⁽³⁾⁽⁴⁾ | | | | | | |
| Common | Stock | | | 06/06/ | 2007 | | | С | | 36,445 | A | (1) | 36,44 | 5 | | I | Held by KKR JP III LLC See footnotes ⁽²⁾⁽³⁾⁽⁴⁾ | | | | |
| | | | Table II | | | | | | | sposed of , converti | | | Owned | | | | | | | | |
| 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. Trans Code | action | 5. Numl Derivati Securiti Acquire Dispose | ber of ive | 6. Dat Expira | | cisable and ate | 7. Title an | d Amount of Underlying Security | 8. Price of Derivative Security (Instr. 5) Benefic Owned Followi | | Derivative deriva Security Securi (Instr. 5) Benefi Owned | | Derivative deriva Security Securi (Instr. 5) Benefi Owner Follow | | tive ities icially d /ing | re Ownership Indirect es Form: Beneficial ally Direct (D) Ownership or Indirect (Instr. 4) g (I) (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exerc | isable | Expiration Date | Title | Amount or Number of Shares | | | action(s) | | | | | | |
| Series B Prime Preferred Stock | (1) | 06/06/2007 | | с | | | 8,577,974 | (| 1) | (1) | Common Stock | 8,577,974 | 4 \$0 | | 0 | I | Held by KKR JP LLC See footnotes ⁽²⁾⁽³⁾⁽⁴ | | | | |
| Series B Prime Preferred Stock | (1) | 06/06/2007 | | С | | | 36,445 | (1 | 1) | (1) | Common Stock | 36,445 | \$0 | | 0 | I | Held by KKR JP LLC See footnotes ⁽²⁾⁽³⁾⁽⁴ | | | | |
| Series BB Preferrred Stock Warrant (right to Buy) ⁽⁵⁾ | \$20.36 | 06/06/2007 | | J | | | 245,540 | 06/24 | 1/2005 | 06/24/2012 | Series BB Preferred Stock | 245,540 | \$0 | | 0 | I | See footnotes ⁽⁵ (6)(7) | | | | |
| Common Stock Warrant (right to buy) ⁽⁵⁾ | \$20.36 | 06/06/2007 | | J | | 245,540 |) | 06/24 | 1/2005 | 06/24/2012 | Common Stock | 245,540 | \$0 | 245 | 5,540 | I | See footnotes ⁽⁵ (6)(7) | | | | |
| | nd Address of HER PAL | f Reporting Person [*] J <u>L E</u> | * | , | | | · | | | | * | | | | | | , | | | | |
| I | HLBERG F 57TH STR | (First) KRAVIS ROBEI REET | (Middle RTS & CO. L.P. | | | | | | | | | | | | | | | | | | |
| (Street) NEW Y | ORK | NY | 10019 | | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | | | | | | | |
| | nd Address of IN PERR | f Reporting Person' $\underline{\mathbf{Y}}$ | * | | | | | | | | | | | | | | | | | | |
| 1 | HLBERG F 57TH STR | (First) KRAVIS ROBEI REET | (Middle RTS & CO. L.P. | | | | | | | | | | | | | | | | | | |

| (Street) | | | | | |
|--|---------------------------------------|----------------------|--|--|--|
| NEW YORK | NY | 10019 | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of HUTH JOHANN | | | | | |
| (Last) C/O KOHLBERG K | (First) RAVIS ROBERTS & O | (Middle) CO. LTD. | | | |
| STIRLING SQUAR | E 7 CARLTON GARD | EN | | | |
| (Street) LONDON | X0 | SW1Y 5AD | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of FISHER TODD | | | | | |
| (Last) | (First) | (Middle) | | | |
| | RAVIS ROBERTS & C E 7 CARLTON GARD | | | | |
| (Street) LONDON | X0 | SW1Y 5AD | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of <u>NAVAB ALEXA</u> | | | | | |
| (Last) | (First) | (Middle) | | | |
| C/O KOHLBERG K 9 WEST 57TH STRI | RAVIS ROBERTS & C EET | CO. L.P. | | | |
| (Street) | NTX7 | 10010 | | | |
| NEW YORK | NY | 10019 | | | |
| (City) 1. Name and Address of | (State) | (Zip) | | | |
| LIPSCHULTZ N | | | | | |
| (Last) | (First) RAVIS ROBERTS & O | (Middle) | | | |
| 9 WEST 57TH STRI | | | | | |
| (Street) NEW YORK | NY | 10019 | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of Reporting Person [*] Garaialde Jacques | | | | | |
| (Last) | (First) | (Middle) | | | |
| C/O KOHLBERG KRAVIS ROBERTS & CO. LTD. STIRLING SQUARE 7 CARLTON GARDEN | | | | | |
| (Street) LONDON | X0 | SW1Y 5AD | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of Reporting Person [*] Gorenflos Reinhard | | | | | |
| (Last) | (First) | (Middle) | | | |
| | RAVIS ROBERTS & C E 7 CARLTON GARD | | | | |
| (Street) | NO. | | | | |
| LONDON | X0 | SW1Y 5AD | | | |

| (City) | (State) | (Zip) | |
|---------------------|-------------------|-----------------|---|
| 1. Name and Address | of Reporting Pers | on* | |
| CALBERT MI | <u>CHAEL M</u> | | |
| | | | _ |
| (Last) | (First) | (Middle) | |
| C/O KOHLBERG | KRAVIS ROB | ERTS & CO. L.P. | |
| 2800 SAND HILL | ROAD, SUIT | E 200 | |
| (Street) | | | _ |
| MENLO PARK | CA | 94025 | |
| (City) | (State) | (Zip) | |
| 1. Name and Address | of Reporting Pers | on* | _ |
| NUTTALL SC | <u>OTT C</u> | | |
| (Last) | (First) | (Middle) | |
| C/O KOHLBERG | KRAVIS ROB | ERTS & CO. L.P. | |
| 2800 SAND HILL | ROAD, SUIT | E 200 | |
| (Street) | | | _ |
| MENLO PARK | CA | 94025 | |
| (City) | (State) | (Zip) | _ |

Explanation of Responses:

1. The Issuer's Preferred Stock automatically converted 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 8,577,974 shares held by KKR JP LLC and 36,445 shares held by KKR JP III LLC. All of the outstanding equity interests of KKR JP LLC are owned directly by KKR Millennium Fund L.P. KKR Millennium GP LLC is the general partner of KKR Associates Millennium L.P., which is the general partner of KKR Millennium Fund L.P. All of the outstanding equity interests of KKR JP III LLC are owned directly by KKR Partners III, L.P. KKR III GP LLC is the general partner of KKR Partners III, L.P. The entities named in this footnote are sometimes referred to as the KKR Funds. (Continued to Footnote 3)

3. KKR Millennium GP LLC and KKR III GP LLC are limited liability companies, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc Lipschultz, Jacques Garaialde, Reinhard Gorenflox, Michael M. Calbert and Scott C. Nuttall. Mr. Michelson is a member of the Issuer's board of directors. Each of such individuals may be deemed to share beneficial ownership of any shares beneficially owned by KKR Millennium GP LLC and KKR III GP LLC, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. (Continued to footnote 4)

4. Mr. Clammer is a member of the Issuer's board of directors and is a member of KKR & Co. L.L.C., which is the general partner of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of the KKR Funds. Mr. Momtazee is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Patel is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Patel is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Patel is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Patel is a member of the Issuer's board of directors and is an associate of Kohlberg Kravis Roberts & Co. L.P. Each of Messrs. Clammer, Momtazee and Patel disclaims beneficial ownership of any shares beneficially owned by the KKR Funds, except to the extent of his 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 KKR JP LLC and/or KKR JP III LLC, as applicable.

5. The warrant is immediately exercisable. The warrant is held by KKR Financial Holdings III, LLC and was originally exercisable for 245,540 shares of the Issuer's Series BB Preferred Stock. Upon the conversion of all of the Issuer's Preferred Stock into shares of Common Stock, the warrant automatically became exercisable for Common Stock on a one-for-one basis and now represents the right to purchase 245,540 shares of the Issuer's Common Stock. All of the outstanding equity interests of KKR Financial Holdings III, LLC are owned by KKR Financial Holdings LLC. KKR Financial Advisors LLC is the manager of KKR Financial Holdings LLC. KKR Financial LLC is the sole member of KKR Financial Advisors LLC. Kohlberg Kravis Roberts & Co. L.P. owns a majority of the outstanding equity interests of KKR Financial LLC. KKR & Co. L.L.C. is the general partner of Kohlberg Kravis Roberts & Co. L.P. (Continued to footnote 6)

6. The investment committee of KKR Financial Advisors LLC reviews the investments held by KKR Financial Holdings LLC. Mr. Nuttall is one of four members of the investment committee, and Messrs. Kravis and Roberts are ad hoc members of the investment committee. The members of KKR & Co. L.L.C. consist of the individuals named in footnote (3) above (other than Messrs. Montazee and Patel) and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts, as managing members of KKR & Co. L.L.C., may be deemed to share beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C., but disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The other members of KKR & Co. L.L.C. disclaim beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C. (Continued to foornote 7)

7. 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 KKR Financial Holdings III, LLC. Remarks:

Due to SEC limitations on the number of joint filers that may be reported electronically on one Form 4, and in order to include additional joint filers, this Form 4 is filed as Part 2 of 3 parts. 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, the individual Reporting Persons are the beneficial owners of all of the equity securities covered by this statement.

| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Paul E. Raether | <u>06/06/2007</u> |
|---|-------------------|
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Perry Golkin | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Johannes P. Huth | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Todd A. Fisher | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Alexander <u>Navab</u> | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> <u>attorney-in-fact for Marc</u> <u>Lipschultz</u> | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> <u>attorney-in-fact for Jacques</u> <u>Garaialde</u> | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Reinhard <u>Gorenflos</u> | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Michael M. <u>Calbert</u> | <u>06/06/2007</u> |
| <u>/s/ William J. Janetschek, as</u> attorney-in-fact for Scott C. Nuttall | <u>06/06/2007</u> |
| ** Signature of Reporting Person | Date |

** 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.