

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * <u>Larkin Finbar</u> (Last) (First) (Middle) <u>5TH FL, WATERLOO EXCHANGE</u> <u>WATERLOO RD</u> (Street) <u>DUBLIN 4 L2</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/31/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Jazz Pharmaceuticals plc [JAZZ]</u>	
		4. 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, Technical Development</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares ⁽¹⁾	8,488 ⁽²⁾	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	(3)	05/02/2023	Ordinary Shares	1,706	58.72	D	
Non-Qualified Stock Option (right to buy)	(4)	02/24/2026	Ordinary Shares	5,658	123.36	D	
Non-Qualified Stock Option (right to buy)	(5)	03/01/2027	Ordinary Shares	5,560	136.18	D	
Non-Qualified Stock Option (right to buy)	(6)	02/27/2029	Ordinary Shares	5,355	140.03	D	
Non-Qualified Stock Option (right to buy)	(7)	02/29/2028	Ordinary Shares	5,000	140.67	D	
Non-Qualified Stock Option (right to buy)	(8)	02/26/2024	Ordinary Shares	4,300	166.62	D	
Non-Qualified Stock Option (right to buy)	(9)	09/05/2028	Ordinary Shares	1,200	168.8	D	
Non-Qualified Stock Option (right to buy)	(10)	02/25/2025	Ordinary Shares	3,469	175.19	D	

Explanation of Responses:

1. Consists of (1) 187 shares of 1,575 RSUs granted on May 3, 2013 (1,388 having been sold), (2) 473 shares of 1,334 RSUs granted on February 26, 2015 (861 having been sold), (3) 565 unvested RSUs plus 807 shares of the original 2,263 RSUs granted on February 25, 2016 (891 having been sold), (4) 1,112 unvested RSUs plus 530 shares of the original 2,224 RSUs granted on March 2, 2017 (582 having been sold), (5) 1,500 unvested RSUs plus 238 shares of the original 2,000 RSUs granted on March 1, 2018 (262 having been sold), (6) 360 unvested RSUs plus 57 shares of the original 480 RSUs granted on September 6, 2018 (63 having been sold) and (7) 2,142 unvested RSUs granted on February 28, 2019, all of which were granted pursuant to the Issuer's 2011 Equity Issuer Plan. Each RSU grant vests in four equal annual installments, and the remaining unvested RSUs will vest on various dates between February 25, 2020 and March 5, 2023.

2. Includes 517 ordinary shares acquired under a Section 423 Employee Stock Purchase Plan on purchase dates between May 30, 2014 and May 31, 2019.

3. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vested over four years measured from the grant date, May 3, 2013, with 1/4th vesting on April 9, 2014 and the remainder vesting in 36 equal monthly installments thereafter. The option is fully vested and exercisable as of the date of this Form.

4. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, February 25, 2016, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

5. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, March 2, 2017, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

6. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, February 28, 2019, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

7. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, March 1, 2018, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

8. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vested over four years measured from the grant date, February 27, 2014, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter. The option is fully vested and exercisable as of the date of this Form.

9. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, September 6, 2018, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

10. These options were granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vested over four years measured from the grant date, February 26, 2015, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter. The option is fully vested and exercisable as of the date of this Form.

By: Doris Choi, as attorney in
fact For: Finbar Larkin

11/07/2019

** 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 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of NEENA PATIL, DORIS CHOI, PAZ DIZON and JOLEEN COX 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 31st day of October 2019.

/s/ Finbar Larkin

FINBAR LARKIN