

Winningham Rick E
Form 4
August 13, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Winningham Rick E

(Last) (First) (Middle)

5TH FL, WATERLOO EXCHANGE, WATERLOO RD

(Street)

DUBLIN 4, L2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares	08/09/2018		M	4,500 A \$ 81.76	15,594	D	
Ordinary Shares	08/09/2018		M	4,500 A \$ 46.83	20,094	D	
Ordinary Shares	08/09/2018		S	9,000 D \$ 176.149 (1)	11,094	D	
Ordinary Shares	08/09/2018		A(2)	1,495 A \$ 0	12,589	D	
Ordinary Shares	08/09/2018		S	3,542 D \$ 176.3075	9,047	D	

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Ordinary Shares	08/09/2018	S	3,437	D	\$ 176.0301	5,610	D
Ordinary Shares	08/10/2018	S ⁽³⁾	660	D	\$ 176.6108 <u>(4)</u>	4,950	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	\$ 46.83	08/09/2018		M		4,500	<u>(5)</u>	08/08/2022	Ordinary Shares	4
Non-Qualified Stock Option (right to buy)	\$ 81.76	08/09/2018		M		4,500	<u>(6)</u>	08/07/2023	Ordinary Shares	4
Non-Qualified Stock Option (right to buy)	\$ 177.73	08/09/2018		A		3,735	<u>(7)</u>	08/08/2028	Ordinary Shares	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winningham Rick E 5TH FL, WATERLOO EXCHANGE WATERLOO RD DUBLIN 4, L2	X			

Signatures

By: /s/Peter A Christou, as attorney in fact For: Rick E
Winningham

08/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.14 to \$176.22, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) These restricted stock units are granted pursuant to the Issuer's 2007 Non-Employee Directors Stock Award Plan. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit. Subject to the Reporting Person's continuous service and certain additional conditions, these units will vest in full on August 2, 2019.

(3) Shares sold to satisfy tax obligations arising out of the vesting of previously granted restricted stock units.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.61 to \$177.1555, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(5) This non-qualified stock option was granted on August 9, 2012 and vested over a period of one year from the grant date. The options were fully vested as of August 9, 2013.

(6) This non-qualified stock option was granted on August 8, 2013 and vested over a period of one year from September 1, 2013. The options were fully vested as of August 1, 2014.

(7) These options are granted pursuant to the Issuer's 2007 Non-Employee Directors Stock Award Plan. Subject to the Reporting Person's continuous service and certain additional conditions, these options will vest in 12 equal monthly installments beginning on September 1, 2018.

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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