

JAZZ PHARMACEUTICALS INC
 Form 4
 June 06, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 THOMA CRESSEY EQUITY PARTNERS INC

2. Issuer Name and Ticker or Trading Symbol
 JAZZ PHARMACEUTICALS INC [JAZZ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 SEARS TOWER, 92ND FLOOR, 22 SOUTH WACKER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2007

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

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/06/2007		C		1,987,942	A	<u>(1)</u> 1,987,942
						I	See footnote (2) (3)

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)

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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
Series B Preferred Stock	(1)	06/06/2007		C	1,987,942	(1)	(1)	Common Stock	1,987,942

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMA CRESSEY EQUITY PARTNERS INC SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
THOMA CRESSEY FUND VII LP SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
Thoma Cressey Friends Fund VII, L.P. SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
CRESSEY BRYAN C C/O THOMA CRESSEY BRAVO, SEARS TOWER 92ND FLOOR, 22 SOUTH WALKER DRIVE CHICAGO, IL 60606	X			

Signatures

/s/ Bryan C. Cressey for THOMA CRESSEY BRAVO, INC.	06/06/2007
**Signature of Reporting Person	Date
/s/ Bryan C. Cressey for THOMA CRESSEY FUND VII, L.P.	06/06/2007
**Signature of Reporting Person	Date
/s/ Bryan C. Cressey for THOMA CRESSEY FRIENDS FUND VII, L.P.	06/06/2007
**Signature of Reporting Person	Date
/s/ Bryan C. Cressey	06/06/2007

__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 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 had no expiration date.

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.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.