

Hooper Suzanne Sawochka
 Form 4
 February 27, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Hooper Suzanne Sawochka

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2019

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

5TH FL, WATERLOO EXCHANGE, WATERLOO RD

(Street)

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

EVP & General Counsel

DUBLIN 4, L2

(City) (State) (Zip)

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. 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 | 02/25/2019 | | F(1) | 783 D \$ 126.25 | 40,401 | D | |
| Ordinary Shares | 02/26/2019 | | F(1) | 663 D \$ 127.76 | 39,738 | D | |
| Ordinary Shares | 02/27/2019 | | M(2) | 6,666 A \$ 46.83 | 46,404 | D | |
| Ordinary Shares | 02/27/2019 | | S(2) | 6,666 D \$ 140 | 39,738 | D | |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 46.83 | 02/27/2019 | | M ⁽²⁾ | 6,666 | ⁽³⁾ 08/08/2022 | Ordinary Shares | 6,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hooper Suzanne Sawochka 5TH FL, WATERLOO EXCHANGE WATERLOO RD DUBLIN 4, L2 | | | EVP & General Counsel | |

Signatures

By: /s/Peter A Christou, as attorney in fact For: Suzanne Sawochka
Hooper

02/27/2019

__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) Shares withheld to satisfy tax obligations arising out of vesting of a portion of previously granted restricted stock units.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This non-qualified stock option is part of an option award granted on August 9, 2012. The ordinary shares subject to the option award

- (3) vested over 4 years from the vesting commencement date of August 9, 2012, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter and were fully vested as of August 9, 2016.

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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