

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Keegan Fintan</u> (Last) (First) (Middle) <u>C/O JAZZ PHARMACEUTICALS PLC</u> <u>CONNAUGHT HOUSE, 1 BURLINGTON RD, FL.</u> <u>4</u> (Street) <u>DUBLIN 4 L2</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Jazz Pharmaceuticals plc [JAZZ]</u>	5. 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>EVP, Technical Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)			
Ordinary Shares	03/05/2013		A ⁽¹⁾ (2)(3)		12,500	A	\$0	48,086 ⁽⁴⁾ (5)(6)(7)	D

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Nonstatutory Stock Option (right to buy)	\$59.13	03/05/2013		A		25,000		(8)	03/04/2023	Ordinary Shares	25,000	\$0	25,000	D

Explanation of Responses:

- These restricted stock units are granted pursuant to the Issuer's 2011 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit.
- These restricted stock units vest in four equal annual installments on each of March 5, 2014, March 5, 2015, March 7, 2016 and March 6, 2017 (each such date, an "Annual Vesting Date"), provided, however, that if any Annual Vesting Date falls on a date when the Issuer determines that the Reporting Person is not permitted to sell ordinary shares in the open market for any reason, then such Annual Vesting Date shall instead be the later of the next business day of the next occurring open "window period" applicable to the Reporting Person or the next business day when the Issuer determines that the Reporting Person is not prohibited from selling ordinary shares in the open market (each such later date, an "Actual Vesting Date").
- If the Reporting Person's Continuous Service (as defined in the Issuer's 2011 Equity Incentive Plan) terminates between an Annual Vesting Date and the related Actual Vesting Date, then the units originally scheduled to vest on such related Actual Vesting Date will cease and not vest upon such termination, unless the Reporting Person's Continuous Service terminates for a reason other than Cause (as defined in the Issuer's 2011 Equity Incentive Plan), in which case these units will instead vest on the first business day following the termination of the Reporting Person's Continuous Service.
- Includes 23,000 restricted stock units granted to the Reporting Person on March 1, 2012 pursuant to the Issuer's 2011 Equity Incentive Plan previously reported in Table II on a Form 3 filed with the Securities and Exchange Commission on August 6, 2012. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit. 5,750 of these restricted stock units vested on March 5, 2013. The remaining restricted stock units vest in three equal annual installments on each of March 3, 2014, March 2, 2015 and March 1, 2016, except that the vesting of the units may be delayed until the Issuer's next occurring open trading window for the Reporting Person as previously reported.
- Of the ordinary shares directly owned by the Reporting Person, 8,086 shares are subject to an escrow in accordance with certain Escrow Agreement, dated as of January 18, 2012 (the "Escrow Agreement"), among the Issuer, Jazz Pharmaceuticals, Inc., Seamus Mulligan, as representative of the indemnitors, and Deutsche Bank National Trust Company, as escrow agent. The escrow shares are held by the escrow agent as security for the indemnification obligations under that certain Agreement and Plan of Merger and Reorganization, dated as of September 19, 2011, by and among the Issuer (formerly known as Azur Pharma Limited), Jazz Pharmaceuticals Inc., Jaguar Merger Sub Inc. and Seamus Mulligan, as representative of the indemnitors (as defined therein).
- The shareholders owning ordinary shares subject to the escrow, including the Reporting Person, have the right to vote the escrowed ordinary shares and to receive all dividends on the escrowed ordinary shares, other than certain dividends paid in capital stock of the Issuer. Any shares of capital stock of the Issuer issuable in respect of or in exchange for any escrowed ordinary shares, whether by way of share splits, dividends, or otherwise, will be issued in the name of the escrow agent and held under the escrow agreement, subject to certain exceptions. The shareholders owning ordinary shares subject to such escrow, including the Reporting Person, are also entitled to remove their ordinary shares from the escrow account provided they replace the removed ordinary shares with cash having an equivalent value.
- The escrow agent is permitted to sell ordinary shares held in the escrow account for the purpose of satisfying indemnification claims that may arise from time to time upon receipt of proper instructions and direction pursuant to the terms of the Escrow Agreement. Subject to the existence of any pending claims, ordinary shares retained in the escrow account as of July 18, 2013, the termination date for the escrow, will be released to the respective owners thereof. If there are unresolved indemnification claims as of the termination date, the escrow agent will retain a number of ordinary shares in escrow having a value sufficient to cover the amount of such pending claims until such claims are resolved. The escrow agent may not sell or otherwise dispose of ordinary shares held in the escrow account other than as described above or pursuant to joint written instructions of Jazz Pharmaceuticals, Inc. and the representative of the indemnitors.
- This nonstatutory stock option is granted pursuant to the Issuer's 2011 Equity Incentive Plan. This option vests over four years measured from the grant date, March 5, 2013, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ Larissa Schwartz as attorney 03/06/2013
in fact for Fintan Keegan

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Know all by these presents, that the undersigned hereby constitutes and appoints each of SUZANNE SAWOCHKA HOOPER, VALERIE PIERCE, SOFIA LOU and LARISSA SCHWARTZ signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of Jazz Pharmaceuticals plc (the "Company"), 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;

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 or 5, 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, 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 Section 16 of the Exchange Act.

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 Forms 3, 4 and 5 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.

executed as of this 6th day of March 2013.

/s/ Fintan Keegan

FINTAN KEEGAN