

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KKR Fund Holdings L.P.</u>  (Last) (First) (Middle) <u>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P.</u> <u>9 WEST 57TH STREET, SUITE 4200</u>  (Street) <u>NEW YORK NY 10019</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Footnotes (1) - (6)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2012		S		2,987,308	D	\$49.56	6,919,193	I	Held by KKR JP LLC See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>
Common Stock	03/09/2012		S		12,692	D	\$49.56	23,753	I	Held by KKR JP III LLC See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>

**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					

1. Name and Address of Reporting Person\*  
KKR Fund Holdings L.P.  
  
 (Last) (First) (Middle)  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
  
 (Street)  
NEW YORK NY 10019  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR JP LLC  
  
 (Last) (First) (Middle)  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
  
 (Street)  
NEW YORK NY 10019  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Millennium Fund L.P.](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Associates Millennium L.P.](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Millennium GP LLC](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Fund Holdings GP Ltd](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Group Holdings L.P.](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KKR Group Ltd](#)

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">KKR &amp; Co. L.P.</a>		
(Last)	(First)	(Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		
9 WEST 57TH STREET, SUITE 4200		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<a href="#">KKR Management LLC</a>		
(Last)	(First)	(Middle)
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		
9 WEST 57TH STREET, SUITE 4200		
(Street)		
NEW YORK	NY	10019
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- KKR JP LLC ("KKR JP") directly holds 6,919,193 ordinary shares of the Issuer, and warrants to purchase 597,837 ordinary shares of the Issuer. As the sole member of KKR JP, KKR Millennium Fund L.P. ("KKR Millennium Fund") may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Millennium Fund, KKR Associates Millennium L.P. ("KKR Associates Millennium") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the sole general partner of KKR Associates Millennium, KKR Millennium GP LLC ("KKR Millennium GP") also may be deemed to be the beneficial owner of such securities held by KKR JP. As the designated member of KKR Millennium GP, KKR Fund Holdings L.P. ("KKR Fund Holdings") also may be deemed to be the beneficial owner of such securities held by KKR JP. (Continued in Footnote 2)
- As the general partner of KKR Fund Holdings, KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") also may be deemed to be the beneficial owner of such securities held by KKR JP.
- Each of KKR Group Holdings L.P. ("KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings L.P.); KKR Group Limited ("KKR Group") (as the general partner of KKR Group Holdings); KKR & Co. L.P. ("KKR & Co.") (as the sole shareholder of KKR Group); and KKR Management LLC ("KKR Management") (as the general partner of KKR & Co.) may be deemed to be the beneficial owner of the securities held by KKR JP.
- KKR JP III LLC ("KKR JP III") directly holds 23,753 ordinary shares of the Issuer. As the sole member of KKR JP III, KKR Partners III, L.P. ("KKR Partners III") may be deemed to be the beneficial owner of such securities held by KKR JP III. As the sole general partner of KKR Partners III, KKR III GP LLC ("KKR III GP") also may be deemed to be the beneficial owner of such securities held by KKR JP III.
- As the designated members of KKR Management LLC and the managing members of KKR III GP LLC, Messrs. Henry R. Kravis and George R. Roberts may be deemed to be the beneficial owner of the securities held by KKR JP and KKR JP III. Messrs. Henry R. Kravis and George R. Roberts have also been designated as managers of KKR Millennium GP by KKR Fund Holdings.
- Each Reporting Person and each other person named in notes (1) through (4) above disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owners of any equity securities covered by this statement. The Reporting Persons may be deemed to be a group, but disclaim such group membership.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, the reporting persons have filed two Form 4s with respect to the Issuer on the date hereof, all of which, taken together, constitute one Form 4. The reporting persons named in Box 1 of these two Form 4's are KKR Fund Holdings L.P. and KKR JP III LLC, and other reporting persons are listed elsewhere in these forms. This Form 4 is filed as Part 1 of 2 parts.

[/s/ Richard J. Kreider,](#)  
[Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR JP LLC](#) 03/13/2012

[/s/ Richard J. Kreider,](#)  
[Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner, KKR Associates Millennium L.P., General Partner for KKR Millennium Fund L.P.](#) 03/13/2012

[/s/ Richard J. Kreider,](#)  
[Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner for KKR Associates Millennium L.P.](#) 03/13/2012

[/s/ Richard J. Kreider,](#)  
[Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager for KKR Millennium GP LLC](#) 03/13/2012

[/s/ Richard J. Kreider,](#)  
[Attorney-in-fact for William J. Janetschek, Director, KKR Fund Holdings GP Limited,](#) 03/13/2012

<u>General Partner for KKR Fund Holdings L.P.</u>	
<u>/s/ Richard J. Kreider,</u> <u>Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP Limited</u>	<u>03/13/2012</u>
<u>/s/ Richard J. Kreider,</u> <u>Attorney-in-fact for William J. Janetschek, Director, KKR Group Limited, General Partner for KKR Group Holdings L.P.</u>	<u>03/13/2012</u>
<u>/s/ Richard J. Kreider,</u> <u>Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited</u>	<u>03/13/2012</u>
<u>/s/ Richard J. Kreider,</u> <u>Attorney-in-fact for William J. Janetschek, Chief Financial Officer, KKR Management LLC, General Partner for KKR &amp; Co. L.P.</u>	<u>01/18/2012</u>
<u>/s/ Richard J. Kreider,</u> <u>Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC</u>	<u>01/18/2012</u>

\*\* 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.

**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.**