SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

COZADD BRUCE C

(Last) (First) (Middle)

5TH FL, WATERLOO EXCHANGE
WATERLOO RD

(Street)

DUBLIN 4

(City) (State) (Zip)

IRELAND

(Country)

2. Issuer Name **and** Ticker or Trading Symbol

Jazz Pharmaceuticals plc [JAZZ]

Foreign Trading Symbol

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

11/06/2026

4. If Amendment, Date of 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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	11/06/2026		M		734	A	$136.18	340,609	D	
Ordinary Shares	11/06/2026		M		85,766	A	$136.18	426,375	D	
Ordinary Shares	11/06/2026		S		27,714(1)	D	$234.9122(2)	398,661	D	
Ordinary Shares	11/06/2026		S		10,688(1)	D	$235.822(3)	387,973	D	
Ordinary Shares	11/06/2026		S		24,483(1)	D	$236.844(4)	363,490	D	
Ordinary Shares	11/06/2026		S		5,923(1)	D	$237.3869(5)	357,567	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	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	$136.18	11/06/2026		M			734(6)	(7)	03/01/2027	Ordinary Shares	734	$0.0	0	D	
Non-Qualified Stock Option (right to buy)	$136.18	11/06/2026		M			85,766(6)	(7)	03/01/2027	Ordinary Shares	85,766	$0.0	0	D	

Explanation of Responses:

1. The sales of ordinary shares reported on this Form 4 were effected pursuant to a broker-assisted sell-to-cover exercise of fully vested stock options scheduled to expire on March 1, 2027. The ordinary shares were sold solely to cover the aggregate exercise price and applicable tax withholding obligations. The Reporting Person retained all remaining ordinary shares acquired upon exercise.

2. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $234.2650 to $235.2350. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

3. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $235.2700 to $236.2400. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

4. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $236.2900 to $237.2600. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

5. Reflects sales of ordinary shares executed in multiple transactions at prices ranging from $237.2900 to $237.7600. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

6. Exercise of stock options before their expiration date.

7. These options are granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these options vest over four years measured from the grant date, March 2, 2017, with 1/4th vesting on

the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

By: /s/Paz Dizon, as attorney in fact For: Bruce C. Cozadd 11/10/2026

** 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.