

**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
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1. Name and Address of Reporting Person* <u>WILSON KAREN J</u>  (Last) (First) (Middle) <u>CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 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>SVP, Finance &amp; PAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/10/2017</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)	Price			
Ordinary Shares	04/10/2017		M <sup>(1)</sup>		4,750	A	\$59.13	27,158	D	
Ordinary Shares	04/10/2017		S <sup>(1)</sup>		4,750	D	\$152.24	22,408	D	
Ordinary Shares	04/10/2017		M <sup>(1)</sup>		6,708	A	\$46.83	29,116	D	
Ordinary Shares	04/10/2017		S <sup>(1)</sup>		6,708	D	\$152.24	22,408	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						Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$46.83	04/10/2017		M <sup>(1)</sup>			6,708	(2)	08/08/2022	Ordinary Shares	6,708	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$59.13	04/10/2017		M <sup>(1)</sup>			4,750	(3)	03/04/2023	Ordinary Shares	4,750	\$0.0	0	D	

**Explanation of Responses:**

- 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 granted on August 9, 2012 that consisted of an incentive stock option exercisable for 3,048 ordinary shares and this non-qualified stock option exercisable for 26,952 ordinary shares. The options were fully vested as of August 9, 2016.
- This non-qualified stock option is part of an option granted on March 5, 2013 that consisted of an incentive stock option exercisable for 750 ordinary shares and this non-qualified stock option exercisable for 11,250 ordinary shares. The options were fully vested as of March 5, 2017.

By: /s/Peter A Christou, as attorney in fact For: Karen J. Wilson 04/11/2017

\*\* 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.