

Jazz Pharmaceuticals plc
Form 3
January 18, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â KKR Fund Holdings L.P.
(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/18/2012

3. Issuer Name **and** Ticker or Trading Symbol
Jazz Pharmaceuticals plc [JAZZ]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner

____ Officer ____X__ Other

(give title below) (specify below)

See Footnotes (1)-(7)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

__X__ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

9,906,501 ⁽¹⁾

I

Held by KKR JP LLC See footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ ⁽⁷⁾

Common Stock

36,445 ⁽¹⁾

I

Held by KKR JP III LLC See footnotes ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Jazz Pharmaceuticals plc - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Warrants (right to buy)	01/21/2009	07/21/2014	Common Stock	597,837 (1)	\$ 7.37
					I
					Held by KKR JP LLC See footnotes (2) (3) (4) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR JP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR Millennium GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	Â	Â X	Â	See Footnotes (1)-(7)
	Â	Â X	Â	See Footnotes (1)-(7)

KKR Group Holdings L.P.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Group Ltd
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. ☐ ☒ ☐ See Footnotes (1)-(7)
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR & Co. L.P.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. ☐ ☒ ☐ See Footnotes (1)-(7)
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Signatures

KKR JP LLC, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 01/18/2012

____Signature of Reporting Person Date

KKR Millennium Fund L.P., By: KKR Associates Millennium L.P, Its: General Partner, By: KKR Millennium GP LLC, Its: General Partner, /s/ Richard J. Kreider, Title: Attorney-in-fact for Henry R. Kravis, Manager and George R. Roberts, Manager 01/18/2012

____Signature of Reporting Person Date

KKR Associates Millennium L.P., By: KKR Millennium GP LLC, Its: General Partner, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for Henry R. Kravis, Manager and George R. Roberts, Manager 01/18/2012

____Signature of Reporting Person Date

KKR Millennium GP LLC, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for Henry R. Kravis, Manager, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for George R. Roberts, Manager 01/18/2012

____Signature of Reporting Person Date

KKR Fund Holdings L.P., By: KKR Fund Holdings GP Limited, Its: General Partner, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Director 01/18/2012

____Signature of Reporting Person Date

KKR Fund Holdings GP Limited, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Director 01/18/2012

____Signature of Reporting Person Date

KKR Group Holdings L.P., By: KKR Group Limited, Its: General Partner, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Director 01/18/2012

____Signature of Reporting Person Date

KKR Group Limited, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Director 01/18/2012

____Signature of Reporting Person Date

KKR & Co. L.P., By: KKR Management LLC, Its: General Partner, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 01/18/2012

Edgar Filing: Jazz Pharmaceuticals plc - Form 3

__Signature of Reporting Person

Date

KKR Management LLC, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for
William J. Janetschek, Chief Financial Officer

01/18/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Acquisition made in connection with the conversion of securities in the merger (the "Merger") pursuant to the Agreement and Plan of Merger and Reorganization by and among the Issuer, Jaguar Merger Sub Inc., Jazz Pharmaceuticals, Inc. and Seamus Mulligan, dated as of September 19, 2011. The effective date of the Merger is January 18, 2012. This report is being filed by the Reporting Persons solely to report the acquisition of securities of the Issuer made in connection with the Merger. The Reporting Persons have filed a separate Form 4 to reflect the corresponding disposition of securities of Jazz Pharmaceuticals, Inc. made in connection with the Merger.

(2) KKR JP LLC ("KKR JP") directly holds 9,906,501 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. (Continued in footnote 3)

(3) (Continued from footnote 2) 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. 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.

(4) 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.

(5) KKR JP III LLC ("KKR JP III") directly holds 36,445 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.

(6) 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.

(7) Each Reporting Person and each other person named in notes (2) through (6) 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.

Â

Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 4Â throughÂ theÂ SEC'sÂ EDGARÂ FormÂ 4sÂ withÂ respectÂ toÂ theÂ IssuerÂ onÂ theÂ dateÂ hereof,Â allÂ ofÂ which,Â takenÂ together,Â constituteÂ oneÂ namedÂ inÂ BoxÂ 1Â ofÂ theseÂ twoÂ FormÂ 4'sÂ areÂ KKRÂ FundÂ HoldingsÂ L.P.Â andÂ KKRÂ JPÂ IIIÂ LLC,Â a inÂ theseÂ forms.Â ThisÂ FormÂ 4Â isÂ filedÂ asÂ PartÂ 1Â ofÂ 2Â parts.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.