

Mulligan Seamus
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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Mulligan Seamus			01/18/2012		Jazz Pharmaceuticals plc [JAZZ]	
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer	
45 FITZWILLIAM SQUARE					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
DUBLIN 2, L2					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<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 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)
Ordinary Shares, nominal value \$0.0001 per share	4,858,532	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	^
Ordinary Shares, nominal value \$0.0001 per share	432,477	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>	^
Ordinary Shares, nominal value \$0.0001 per share	400,590	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u>	^

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: Mulligan Seamus - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	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			
			Amount or Number of Shares		
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulligan Seamus 45 FITZWILLIAM SQUARE DUBLIN 2, L2	X	X	See Remarks	X

Signatures

/s Seamus Mulligan 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) In accordance with that certain Escrow Agreement, dated as of January 18, 2012 (the "Escrow Agreement"), among Jazz Pharmaceuticals plc (the "Issuer"), Jazz Pharmaceuticals, Inc., the Reporting Person, as representative of the indemnitors, and Deutsche Bank National Trust Company, as escrow agent, 10% of these ordinary shares are subject to an escrow and 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 (the "Merger Agreement"), by and among the Issuer (formerly known as Azur Pharma Limited), Jazz Pharmaceuticals Inc., Jaguar Merger Sub Inc. and the Reporting Person, as representative of the indemnitors (as defined therein).

(2) 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.

(3) 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 Reporting Person, as indemnitors' representative.

(4) The Reporting Person has entered into agreements to transfer 72,080 ordinary shares at a purchase price of two hundred Euros (EUR 200) and 360,397 ordinary shares at a purchase price of one thousand Euros (EUR 1,000) at some mutually agreeable time prior to December 31, 2013, to Barrymore Trust, a family discretionary trust, the beneficiaries of which are the Reporting Person, his wife and his children.

(5) Represents shares that are held by the Reporting Person on behalf of his wife, Deirdre Mallon. Ms. Mallon has also agreed to transfer, prior to December 31, 2013, 432,477 ordinary shares to the family discretionary trust.

Edgar Filing: Mulligan Seamus - Form 3

- Represents shares that are held by the Reporting Person in trust for nineteen other individuals. The Reporting Person exercises sole
- (6) voting, but no dispositive power, over these shares. Except for the Reporting Person's voting interest with respect to these shares, the Reporting Person disclaims all beneficial ownership of these securities.

Â

Remarks:

ChiefÂ BusinessÂ Officer,Â InternationalÂ BusinessÂ Development

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.