

KRAVIS HENRY R

Form 3

January 18, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**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 *

K K R J P I I I L L C

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ 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☒ Form filed by More than One
Reporting PersonC/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9
WEST 57TH STREET

(Street)

NEW YORK, NY 10019

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾

Common Stock

36,445 ⁽¹⁾

I

Held by KKR JP III LLC See
footnotes ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾

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

SEC 1473 (7-02)

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currently valid OMB control number.**

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

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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) (5) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR JP III LLC 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 Partners III, 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 III 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)
KRAVIS HENRY R 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)
ROBERTS GEORGE R 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)

Signatures

KKR JP III LLC, /s/ Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer	01/18/2012
**Signature of Reporting Person	Date
KKR III GP LLC, /s/ Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Member	01/18/2012
**Signature of Reporting Person	Date
	01/18/2012

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KKR III GP LLC ,/s/ Richard J. Kreider,Title: Attorney-in-fact for William J. Janetschek,
Member

**Signature of Reporting Person

Date

Henry R. Kravis,/s/ Richard J. Kreider,Title: Attorney-in-Fact

01/18/2012

**Signature of Reporting Person

Date

George R. Roberts,/s/ Richard J. Kreider ,Title: Attorney-in-Fact

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 (5) 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 aÂ inÂ theseÂ forms.Â ThisÂ FormÂ 4Â isÂ filedÂ asÂ PartÂ 2Â 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.

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