CRESSEY BRYAN C

Form 4

January 18, 2012

FORM 4

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

OMB 3235-0287

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

1(b).

Shares

(Print or Type Responses)

CRESSEY BRYAN C

1. Name and Address of Reporting Person *

			Jazz Pharmaceuticals plc [JAZZ]				(Check all applicable)			
	(First) SEY & CO LP, DR., SUITE 450			f Earliest T Day/Year) 2012	ransaction		_	_X_ Director Officer (give pelow)	10%	Owner r (specify
CHICAGO,	(Street)			endment, D nth/Day/Yea	ate Original		- -	5. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	•	rson
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Sec	curitie	s Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transactic Code (Instr. 8)	4. Securities a propr Disposed of (Instr. 3, 4 an Amount	of (D)	red (A)	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)
Ordinary Shares	01/18/2012			A <u>(1)</u>	38,347	A	<u>(2)</u>	38,347	D	
Ordinary Shares	01/18/2012			A(1)	2,282,247	A	(2)	2,282,247	I	By Thoma Cressey Fund VII, L.P. (3)
Ordinary Shares	01/18/2012			A <u>(1)</u>	35,635	A	<u>(2)</u>	35,635	I	By Thoma Cressey Friends

Fund VII, L.P. (3)

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

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable I	Date		Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

CRESSEY BRYAN C C/O CRESSEY & CO LP 155 N. WACKER DR., SUITE 4500 CHICAGO, IL 60603

X

Signatures

/s/ Carol A. Gamble as attorney in fact for Bryan C.
Cressey

01/18/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

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, solely in

- (1) his capacity as indemnitors' representative. The effective date of the Merger is January 18, 2012. This report is being filed by the Reporting Person solely to report the acquisition of securities of the Issuer made in connection with the Merger. The Reporting Person has filed a separate Form 4 to reflect the corresponding disposition of securities of Jazz Pharmaceuticals, Inc. made in connection with the Merger.
- (2) Received in exchange for an equal number of shares of Jazz Pharmaceuticals, Inc. common stock in connection with the Merger. On the effective date of the Merger, the closing price of JAZZ was \$47.34 per share.

Reporting Owners 2

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The shares are owned by Thoma Cressey Fund VII, L.P. Thoma Cressey Bravo, Inc. is the general partner of Thoma Cressey Fund VII, L.P. Bryan C. Cressey is a partner of Thoma Cressey Bravo, Inc. and shares voting and investment power over the shares held by Thoma Cressey Fund VII, L.P. The Reporting Person disclaims beneficial ownership of the shares held by Thoma Cressey Fund VII, L.P. except to the extent of his proportionate pecuniary interest therein.

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.