

JAZZ PHARMACEUTICALS PLC

Reported by
KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/13/12 for the Period Ending 03/09/12

Telephone	353-1-634-7800
CIK	0001232524
Symbol	JAZZ
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN 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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KKR Fund Holdings L.P.			Jazz Pharmaceuticals plc [JAZZ]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnotes (1) - (6)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			3/9/2012					
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10019								
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock	3/9/2012		S		2987308	D	\$49.56	6919193	I	Held by KKR JP LLC See footnotes (1) (2) (3) (4) (5) (6)
Common Stock	3/9/2012		S		12692	D	\$49.56	23753	I	Held by KKR JP III LLC See footnotes (1) (2) (3) (4) (5) (6)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) KKR JP LLC ("KKR JP") directly holds 6,919,193 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. 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. (Continued in Footnote 2)

- (2) 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.
- (3) 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.
- (4) KKR JP III LLC ("KKR JP III") directly holds 23,753 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.
- (5) 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.
- (6) Each Reporting Person and each other person named in notes (1) through (4) 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.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, the reporting persons have filed two Form 4s with respect to the Issuer on the date hereof, all of which, taken together, constitute one Form 4. The reporting persons named in Box 1 of these two Form 4's are KKR Fund Holdings L.P. and KKR JP III LLC, and other reporting persons are listed elsewhere in these forms. This Form 4 is filed as Part 1 of 2 parts.

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, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) - (6)
KKR JP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) (6)
KKR Millennium Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) (6)
KKR Associates Millennium L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) (6)
KKR Millennium GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) (6)
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (1) (6)
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		X		See Footnotes (1) (6)

9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019				
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		X		See Footnotes (1) (6)
9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019				
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		X		See Footnotes (1) (6)
9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019				
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.		X		See Footnotes (1) (6)
9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019				

Signatures

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR JP LLC	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner, KKR Associates Millennium L.P., General Partner for KKR Millennium Fund L.P.	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager, KKR Millennium GP LLC, General Partner for KKR Associates Millennium L.P.	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis, Manager, Attorney-in-fact for George R. Roberts, Manager for KKR Millennium GP LLC	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Fund Holdings GP Limited, General Partner for KKR Fund Holdings L.P.	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP Limited	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Group Limited, General Partner for KKR Group Holdings L.P.	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited	3/13/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer, KKR Management LLC, General Partner for KKR & Co. L.P.	1/18/2012
** Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC	1/18/2012
** 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 control number.