

JAZZ PHARMACEUTICALS PLC

Reported by
KKR & CO. INC.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 01/18/12 for the Period Ending 01/18/12

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Industry	Pharmaceuticals
Sector	Healthcare
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FORM 3

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

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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

1. Name and Address of Reporting Person * KKR Fund Holdings L.P.	2. Date of Event Requiring Statement (MM/DD/YYYY) 1/18/2012	3. Issuer Name and Ticker or Trading Symbol Jazz Pharmaceuticals plc [JAZZ]
(Last) (First) (Middle) C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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)-(7)	
(Street) NEW YORK, NY 10019 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Common Stock	9906501 (1)	I	Held by KKR JP LLC See footnotes (2) (3) (4) (6) (7)
Common Stock	36445 (1)	I	Held by KKR JP III LLC See footnotes (5) (6) (7)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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)	1/21/2009	7/21/2014	Common Stock	597837 (1)	\$7.37	I	Held by KKR JP LLC See footnotes (2) (3) (4) (6) (7)

Explanation of Responses:

- (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.

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

Signatures

KKR JP LLC, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer **1/18/2012**

** 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 **1/18/2012**

** 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 **1/18/2012**

** 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 **1/18/2012**

** 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 **1/18/2012**

** 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 **1/18/2012**

** 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 **1/18/2012**

** Signature of Reporting Person

Date

KKR Group Limited, /s/ Richard J. Kreider, Richard J. Kreider, Title: Attorney-in-fact for William J. Janetschek, Director **1/18/2012**

** 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**

1/18/2012

** 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**

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 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).

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.