

KRAVIS HENRY R
Form 4
September 28, 2011

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Group Holdings L.P.

2. Issuer Name and Ticker or Trading Symbol
JAZZ PHARMACEUTICALS INC
[JAZZ]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
See Footnotes (2) - (9)

(Last) (First) (Middle)
C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2011

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/29/2011		X		70,156	A	\$ 9.34 <u>(1)</u>
	07/29/2011		S		16,192	D	\$ 40.47 53,964

Held through KKR Financial Holdings III, LLC
(1) (2) (3) (4)
(5) (6) (7) (8)
(9)

Common Stock								Held through KKR Financial Holdings III, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock	08/10/2011	S	53,964	D	\$ 36.0434	0	I	Held through KKR Financial Holdings III, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock						9,906,501	I	Held through KKR JP LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock						36,445	I	Held through KKR JP III LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Common Stock Warrant (right to buy)	\$ 9.34 ⁽¹⁾	07/29/2011	X	70,156	06/24/2005	06/24/2012	Common Stock	70,156
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 (2) - (9)
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (2) - (9)
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 (2) - (9)
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		See Footnotes (2) - (9)
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019		X		See Footnotes (2) - (9)
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		See Footnotes (2) - (9)

Signatures

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, General Partner,
KKR Group Limited for KKR Group Holdings L.P.

09/27/2011

__Signature of Reporting Person

Date

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/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited	09/27/2011
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer, General Partner For KKR Management LLC for KKR & Co. L.P.	09/27/2011
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC	09/27/2011
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis	09/27/2011
__Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for George R. Roberts	09/27/2011
__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).

(1) On July 29, 2011, the warrants were exercised by KKR Financial Holdings III, LLC ("KKR Financial Holdings III") in a cashless transaction pursuant to the terms of the warrants. The exercise price of the warrants was adjusted to \$9.34 per share pursuant to an Amendment and Waiver Agreement, dated November 10, 2009, among the Issuer, KKR Financial Holdings III and the other parties thereto. An aggregate of 16,192 warrant shares were cancelled as payment of the exercise price.

(2) As the sole member of KKR Financial Holdings III, KKR Financial Holdings LLC ("KKR Financial Holdings") may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III. As the manager of KKR Financial Holdings, KKR Financial Advisors LLC ("KKR Financial Advisors") also may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III. As the sole member of KKR Financial Advisors, KKR Asset Management LLC, formerly known as Kohlberg Kravis Roberts & Co. (Fixed Income) LLC ("KAM") also may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III. (Continued in Footnote 3)

(3) As the holder of all of the outstanding equity interests in KAM, Kohlberg Kravis Roberts & Co. L.P. ("Kohlberg Kravis Roberts & Co.") also may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III. As the general partner of Kohlberg Kravis Roberts & Co., KKR Management Holdings L.P. also may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III. As the general partner of KKR Management Holdings L.P., KKR Management Holdings Corp. also may be deemed to be the beneficial owner of securities held by KKR Financial Holdings III.

(4) In addition to the securities reported on this Form 4, KKR JP LLC ("KKR JP") directly holds 9,906,501 shares of common stock of the Issuer, and warrants to purchase 597,837 shares of common stock 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. (Continued in Footnote 5)

(5) 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. 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.

(6) In addition to the securities reported on this Form 4, KKR JP III LLC ("KKR JP III") directly holds 36,445 shares of common stock 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.

(7) Each of KKR Group Holdings L.P. ("KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP, a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Management Holdings Corp.); KKR Group Limited ("KKR Group") (as the

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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 and KKR Financial Holdings III.

- (8) 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, KKR JP III and KKR Financial Holdings III. Messrs. Henry R. Kravis and George R. Roberts have also been designated as managers of KKR Millennium GP by KKR Fund Holdings.

- (9) Each Reporting Person and each other person named in notes (2) through (8) 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.

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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