

JAZZ PHARMACEUTICALS INC  
Form SC 13G/A  
January 21, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Jazz Pharmaceuticals, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**472147 10 7**

(CUSIP Number)

**December 31, 2009**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons<br>Jazz Investors, LLC  |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |   |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>Delaware   |   |
| 5.  | Sole Voting Power<br>1,621,659 shares  | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>0   |   |
| 7.  | Sole Dispositive Power<br>1,621,659 shares   |   |
| 8.  | Shared Dispositive Power<br>0  |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,621,659 shares   |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>Approximately 5.2%* as of the date of this filing                                   |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO  |   |

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\* Based on 30,992,088 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Form S-1/A filed December 23, 2009.

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1. Names of Reporting Persons  
Beecken Petty O Keefe & Company, LLC
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware
- |   |    |  |  |
|---|----|--|--|
|   | 5. |  | Sole Voting Power<br>0                       |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>1,621,659 shares      |
|   | 7. |  | Sole Dispositive Power<br>0                  |
|   | 8. |  | Shared Dispositive Power<br>1,621,659 shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,621,659 shares
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
Approximately 5.2%\* as of the date of this filing
  12. Type of Reporting Person (See Instructions)  
OO

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\* Based on 30,992,088 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Form S-1/A filed December 23, 2009.

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**Item 1.**

- (a) Name of Issuer  
Jazz Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices  
3180 Porter Drive  
  
Palo Alto, California 94304

**Item 2.**

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship  
Jazz Investors, LLC  
c/o Beecken Petty O Keefe & Company, LLC  
131 South Dearborn Street  
Suite 2800  
Chicago, Illinois 60603  
Delaware  
  
Beecken Petty O Keefe & Company, LLC  
131 South Dearborn Street  
Suite 2800  
Chicago, Illinois 60603  
Delaware
- (d) Title of Class of Securities  
Common Stock, par value \$.0001 per share
- (e) CUSIP Number  
472147 10 7

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Jazz Investors, LLC directly holds 1,529,684 shares and a warrant to acquire 91,975 shares of Common Stock of the Issuer. Beecken Petty O Keefe & Company, LLC is the sole manager of Jazz Investors, LLC, and in such capacity may be deemed to have the power to direct the voting and disposition, and to share beneficial ownership, of the securities owned of record by Jazz Investors, LLC. David K. Beecken, William

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G. Petty, Jr. and Kenneth W. O Keefe are the member managers of Beecken Petty O Keefe & Company, LLC. Each of such individuals may be deemed to share beneficial ownership of any shares beneficially owned by Beecken Petty O Keefe & Company, LLC, but disclaims beneficial ownership of such shares.

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The persons named in Item 2(a) of this Schedule 13G may be deemed to be a group with respect to the securities of the Issuer which they hold directly or indirectly. Such persons disclaim such group membership.

(b) Percent of class:

See Item 11 of each cover page

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) See Item 5 of each cover page  
Shared power to vote or to direct the vote

(iii) See Item 6 of each cover page  
Sole power to dispose or to direct the disposition of

(iv) See Item 7 of each cover page  
Shared power to dispose or to direct the disposition of

See Item 8 of each cover page

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

See Item 4 above

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

See Exhibit A

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 21st day of January, 2010

**JAZZ INVESTORS, LLC,**  
a Delaware limited liability company

By: Beecken Petty O Keefe & Company,  
LLC,

a Delaware limited liability company,  
its sole manager

By: /s/ John W. Kneen  
Name: John W. Kneen  
Its: Vice President and Chief  
Financial Officer

**BEECKEN PETTY O KEEFE &  
COMPANY, LLC**

By: /s/ John W. Kneen  
Name: John W. Kneen  
Its: Vice President and Chief Financial  
Officer

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**Exhibit A**

Jazz Investors, LLC and Beecken Petty O Keefe & Company, LLC may be deemed to be a group under Section 13(d) of the Securities Exchange Act of 1934 (the Exchange Act ) with respect to the securities of the Issuer. Such persons disclaim such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 13 of the Exchange Act, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.

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