

JAZZ PHARMACEUTICALS INC
 Form 3
 May 02, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person * Â Janetschek William J (Last) (First) (Middle) C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET (Street) NEW YORK,Â NYÂ 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2008	3. Issuer Name and Ticker or Trading Symbol JAZZ PHARMACEUTICALS INC [JAZZ]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnotes 1-7	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	8,577,974	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janetschek William J C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â	See footnotes 1-7

Signatures

By: /s/ William J. Janetschek William J. Janetschek
Date: 05/02/2008

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) KKR JP LLC directly owns 8,577,974 shares of common stock of the Issuer. As the holder of all of the outstanding equity interests of KKR JP LLC, KKR Millennium Fund L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer held by KKR JP LLC. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer held by KKR JP LLC. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer held by KKR JP LLC. KKR Millennium Fund, L.P., KKR Associates Millennium L.P. and KKR Millennium GP LLC disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest therein.

(2) KKR Millennium GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Jacques Garaialde, Michael M. Calbert, Scott C. Nuttall and, effective April 24, 2008, William J. Janetschek. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Millennium GP LLC but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by KKR JP LLC.

(3) KKR JP III LLC directly owns 36,445 shares of common stock of the Issuer. As the holder of all of the outstanding equity interests of KKR JP III LLC, KKR Partners III, L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer held by KKR JP III LLC. As the sole general partner of KKR Partners III, L.P., KKR III GP LLC may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer held by KKR JP III LLC. KKR Partners III, L.P. and KKR III GP LLC disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest therein.

(4) KKR III GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts and the other members of which are the individuals named in note (2) above and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR III GP LLC but disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The other members of KKR III GP LLC disclaim beneficial ownership of any shares beneficially owned by KKR III GP LLC, except to the extent of their pecuniary interest therein.

(5) KKR Financial Holdings III, LLC directly owns warrants to purchase 70,156 shares of common stock of the issuer. All of the outstanding equity interests of KKR Financial Holdings III, LLC are owned by KKR Financial Holdings LLC. In such capacity, KKR Financial Holdings, LLC may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer beneficially owned by KKR Financial Holdings III, LLC (through its ownership of the warrants), but disclaims such beneficial

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ownership, except to the extent of its pecuniary interest therein. KKR Financial Advisors LLC is the manager of KKR Financial Holdings LLC. KKR Financial LLC is the sole member of KKR Financial Advisors LLC. Kohlberg Kravis Roberts & Co. L.P. owns a majority of the outstanding equity interests of KKR Financial LLC. KKR & Co. L.L.C. is the general partner of Kohlberg Kravis Roberts & Co. L.P.

The investment committee of KKR Financial Advisors LLC reviews the investments held by KKR Financial Holdings LLC. Scott C. Nuttall is one of four members of the investment committee, and Messrs. Henry R. Kravis and George R. Roberts are ad hoc members of the investment committee. The members of KKR & Co. L.L.C. are the individuals named in note (2) above (other than Mr. Janetschek) and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts, as managing members of KKR & Co. L.L.C., may be deemed to share voting and dispositive power with respect to the shares of common stock of the issuer beneficially owned by KKR Financial Holdings III, LLC (through its ownership of the warrants), but disclaim such beneficial ownership, except to the extent of their pecuniary interest therein. The other members of KKR & Co. L.L.C. disclaim beneficial ownership of any shares of common stock of the issuer beneficially owned by KKR Financial Holdings III, LLC.

- (6)
- (7) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, the Reporting Person is the beneficial owner of all of the equity securities covered by this statement.

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.