

JAZZ PHARMACEUTICALS INC

Form 3

May 31, 2007

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

OMB APPROVAL

OMB
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burden hours per
response... 0.5**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 THOMA CRESSEY EQUITY
PARTNERS INC

(Last) (First) (Middle)

SEARS TOWER, 92ND
FLOOR,Â 22 SOUTH
WACKER DRIVE

(Street)

CHICAGO,Â ILÂ 60606

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
05/31/20073. Issuer Name **and** Ticker or Trading Symbol

JAZZ PHARMACEUTICALS INC [JAZZ]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,987,942	\$ 0 (1)	I	See footnote (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMA CRESSEY EQUITY PARTNERS INC SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606	Â	Â X	Â	Â
THOMA CRESSEY FUND VII LP SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606	Â	Â X	Â	Â
Thoma Cressey Friends Fund VII, L.P. SEARS TOWER, 92ND FLOOR 22 SOUTH WACKER DRIVE CHICAGO, IL 60606	Â	Â X	Â	Â
CRESSEY BRYAN C C/O THOMA CRESSEY BRAVO, SEARS TOWER 92ND FLOOR, 22 SOUTH WALKER DRIVE CHICAGO, IL 60606	Â X	Â	Â	Â

Signatures

/s/ Bryan C. Cressey for THOMA CRESSEY BRAVO, INC.	05/31/2007
__Signature of Reporting Person	Date
/s/ Bryan C. Cressey for THOMA CRESSEY FUND VII, L.P.	05/31/2007
__Signature of Reporting Person	Date
/s/ Bryan C. Cressey for THOMA CRESSEY FRIENDS FUND VII, L.P.	05/31/2007
__Signature of Reporting Person	Date
/s/ Bryan C. Cressey	05/31/2007
__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) The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
- (2)

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Consists of 1,957,380 shares held by Thoma Cressey Fund VII, LP and 30,562 shares held by Thoma Cressey Friends Fund VII, LP. Bryan C. Cressey, Orlando Bravo, Lee Mitchell and Carl Thoma are partners of Thoma Cressey Bravo, Inc., which is the general partner of each of Thoma Cressey Fund VII, LP and Thoma Cressey Friends Fund VII, LP., or the Thoma Cressey Funds, and are deemed to have shared voting and investment power over the shares held by the Thoma Cressey Funds. Each of Messrs. Cressey, Bravo, Mitchell and Thoma disclaim beneficial ownership of the shares held by the Thoma Cressey Funds, except to the extent of each of their pecuniary interest therein.

(3) See attached joint filer information.

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Remarks:

ExhibitÂ List:Â Â ExhibitÂ 99Â -Â JointÂ FilerÂ Information.

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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