

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-1032470
(I.R.S. Employer
Identification No.)

**Fifth Floor, Waterloo Exchange,
Waterloo Road, Dublin 4, Ireland
011-353-1-634-7800**
(Address of principal executive offices) (Zip Code)

**GW Pharmaceuticals plc Long-Term Incentive Plan
GW Pharmaceuticals plc 2017 Long-Term Incentive Plan
GW Pharmaceuticals plc 2020 Long-Term Incentive Plan**
(Full title of the Plan)

**Bruce C. Cozadd
Chairman and Chief Executive Officer
Jazz Pharmaceuticals plc
c/o Jazz Pharmaceuticals, Inc.
3170 Porter Drive
Palo Alto, CA 94304
(650) 496-3777**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mark Gordon, Esq.
Victor Goldfeld, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403 1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Ordinary Shares, nominal value \$0.0001 per share of Jazz Pharmaceuticals Public Limited Company to be issued in respect of shares reserved under the GW Incentive Plans (as defined herein)	1,526,682(1)(4)	\$162.49(2)	\$248,070,558.18(2)	\$27,064.50(2)
Ordinary Shares, nominal value \$0.0001 per share of Jazz Pharmaceuticals Public Limited Company to be issued upon the exercise of options assumed under the GW Incentive Plans	337,793(3)(4)	\$162.49(2)	\$54,887,984.57(2)	\$5,988.28(2)

- (1) Based on the number of Ordinary Shares of the Registrant (as defined herein) reserved for issuance pursuant to the GW Incentive Plans as of the Effective Time (as defined herein).
- (2) Estimated in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee. The price represents the average high and low prices of the Ordinary Shares, as reported on the Nasdaq Stock Market LLC on May 4, 2021, which was \$162.49.
- (3) Based on the number of Ordinary Shares of the Registrant underlying options to acquire Ordinary Shares resulting from the conversion of certain options to acquire GW ADSs (as defined herein) in connection with the Scheme (as defined herein).
- (4) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional Ordinary Shares that become issuable under the GW Incentive Plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of outstanding Ordinary Shares.

EXPLANATORY NOTE

Reference is made herein to that certain Transaction Agreement, dated as of February 3, 2021, by and among Jazz Pharmaceuticals UK Holdings Limited, a private limited company incorporated in England and Wales (“Bidco”), Jazz Pharmaceuticals Public Limited Company, a public limited company incorporated in Ireland (the “Registrant”), of which Bidco is a wholly owned subsidiary, and GW Pharmaceuticals plc, a public limited company incorporated in England and Wales (“GW”), pursuant to which Bidco acquired the entire issued share capital of GW (the “Transaction”) pursuant to a scheme of arrangement under Part 26 of the United Kingdom Companies Act 2006 (the “Scheme”). The Scheme became effective on May 5, 2021 and, as a result, GW became an indirect wholly owned subsidiary of the Registrant.

On May 5, 2021, pursuant to the Transaction Agreement, at the effective time of the Scheme (the “Effective Time”), the Registrant assumed the GW Pharmaceuticals plc Long-Term Incentive Plan, GW Pharmaceuticals plc 2017 Long-Term Incentive Plan and GW Pharmaceuticals plc 2020 Long-Term Incentive Plan, each as amended from time to time (the “GW Incentive Plans”), including with respect to any amount of GW ordinary shares (as adjusted pursuant to the terms of the GW Incentive Plans to reflect the impact of the Transaction on the kind and number of shares) that remained (or may again become) available for future issuance thereunder, subject to any limitations under applicable law or any applicable securities exchange listing requirements.

In connection with the assumption of the GW Incentive Plans, Jazz reserved a number of ordinary shares, nominal value \$0.0001 per share, of Jazz Pharmaceuticals Public Limited Company (“Ordinary Shares”) for issuance equal to the Geneva Option Exchange Ratio (as defined in the Transaction Agreement) multiplied by the number of American depository shares of GW (representing a beneficial ownership interest in twelve (12) GW ordinary shares) (each a “GW ADS”) that remained available as of the Effective Time for issuance pursuant to the GW Incentive Plans (the “Residual Shares”).

Also at the Effective Time, each option to acquire a GW ADS that was granted on or after February 3, 2021 and outstanding and unexercised immediately prior to the Effective Time (each a “2021 Option”) became vested and was exercised automatically and cash-settled as to one-third of the grant at the Effective Time, and the remaining two-thirds of the grant was converted into an option to acquire Ordinary Shares (“Jazz Options”) (with any performance goals deemed fully satisfied as of the Effective Time and, therefore, converting into time vesting Jazz Options), half of which will vest on the first anniversary of the original grant date and half of which will vest on the second anniversary of the original grant date, subject to accelerated vesting in connection with qualifying terminations of employment. The number of Ordinary Shares subject to each converted Jazz Option was determined by multiplying the Geneva Option Exchange Ratio by the number of GW ADSs subject to the applicable 2021 Option, and the option exercise price of any converted Jazz Option was determined by dividing the 2021 Option exercise price by the same Geneva Option Exchange Ratio.

This Registration Statement registers 1,864,475 Ordinary Shares reserved for issuance under the GW Incentive Plans or that may be issued upon the exercise of the above described Jazz Options.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the GW Incentive Plans as required by Rule 428(b) under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the “Commission”) as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by the Registrant are incorporated in this Registration Statement by reference:

1. the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2020, filed with the Commission on February 23, 2021, as well as the Registrant's Amendment No. 1 on [Form 10-K/A](#) to such Annual Report, filed with the Commission on April 23, 2021 (together, the "2020 Form 10-K");
2. the Registrant's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2021, filed with the Commission on May 4, 2021;
3. the Registrant's Current Reports on Form 8-K filed with the Commission on [February 3, 2021](#), [February 4, 2021](#), [March 23, 2021](#), [April 20, 2021](#), [April 22, 2021](#), [April 23, 2021](#), [April 29, 2021](#) and [May 5, 2021](#) (excluding any portion of any such Current Report that was furnished under Item 2.02 or Item 7.01 of Form 8-K and any exhibits related thereto); and
4. the Registrant's Current Report on [Form 8-K](#) filed with the Commission on January 18, 2012 (which evidences the registration of the Registrant's ordinary shares under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and includes therein a description of the Registrant's ordinary shares), and any amendment or report filed with the Commission for the purpose of updating such description, including Exhibit 4.7 of the 2020 Form 10-K.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, other than specific sections of such documents as set forth therein and Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the Registrant's Ordinary Shares offered have been sold or which deregisters all of such Ordinary Shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Pursuant to the Registrant's memorandum and articles of association, as amended, subject to the provisions of and so far as may be permitted by the Irish Companies Act 2014, every director and secretary of the Registrant may be indemnified by the Registrant against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto, including any liability incurred by him or her in defending civil or criminal proceedings which relate to anything done or omitted or alleged to have been done or omitted by him or her as a director, secretary, executive or employee of the Registrant and in which judgment is given in his or her favor (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Irish High Court.

Pursuant to the Registrant's memorandum and articles of association, as amended, subject to the provisions of, and so far as may be permitted by the Irish Companies Act 2014, the Registrant shall indemnify any current or former executive officer of the Registrant (excluding any directors or secretary) or any person who is serving or has served at the request of the Registrant as a director, executive or trustee of another company, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Registrant, to which she or he was, is, or is threatened to be made a party by reason of the fact that she or he is or was such a director, executive or trustee, provided that the indemnity shall not extend to any matter which would render it void pursuant to the Irish Companies Act 2014. Under the Registrant's memorandum and articles of association, as amended, the Registrant's current or former executive officers, however, will not be entitled to indemnification by the Registrant if they have been adjudged to be liable for their own fraud or dishonesty in the performance of duties to the Registrant.

The Registrant has entered into indemnity agreements with each of its directors, its secretary and persons designated as executive officers that require it to indemnify such persons against any and all expenses (including attorneys' fees), witness fees, judgments, fines, penalties, settlements and other amounts incurred (including expenses of a derivative action) in connection with any action, suit or proceeding or alternative dispute resolution mechanism, inquiry, hearing or investigation, whether threatened, pending or completed and whether conducted by the Registrant or any other party, to which any such person may be made a party by reason of the fact that such person is or was a director, officer, employee, consultant, agent or fiduciary of the Registrant or any of its subsidiaries or other affiliated enterprises, provided that such person's conduct did not constitute a breach of his or her duty of loyalty or other fiduciary duty to the Registrant or its shareholders, and was not an act or omission not in good faith or which involved intentional misconduct or a knowing violation of laws. The indemnity agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder. The indemnity agreements with certain of the Registrant's directors further provide that, with respect to a director that is serving on the Registrant's board of directors at the direction of a venture or other investment fund or entity, with respect to such indemnitee's service as a director, officer, employee, agent and/or fiduciary of the Registrant, the Registrant's obligations under the indemnity agreement are the primary source of indemnification and advancement, the Registrant is required to make all expense advances, and the Registrant is liable for all of such indemnitee's expenses, to the extent required by the indemnity agreement and the Registrant's memorandum and articles of association, without regard to any rights the indemnitee may have against the applicable venture or other investment fund or entity, and the Registrant irrevocably waives, relinquishes and releases any and all claims against the applicable venture or other investment fund or entity for contribution, subrogation or any other recovery of any kind in connection with the Registrant's obligations under the indemnity agreement.

The Registrant maintains directors' and officers' liability insurance. The policy insures the Registrant's directors, secretary and executives against uninsured losses arising from certain wrongful acts in their capacities as directors, secretary and executives, and reimburses the Registrant for those losses for which the Registrant has lawfully indemnified the directors, secretary and executives. The policy contains various exclusions, none of which will apply to any offerings pursuant to this registration statement.

The Registrant is a party to an investor rights agreement that provides for cross-indemnification in connection with registration of the Registrant's ordinary shares on behalf of parties to such agreements, including selling shareholders that may be named in one or more supplements to the prospectus included in any such registration statement.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit No.	Description of Document
4.1	Amended and Restated Memorandum and Articles of Association of Jazz Pharmaceuticals plc, as amended on August 4, 2016 (incorporated herein by reference to Exhibit 3.1 in Jazz Pharmaceuticals plc's Quarterly Report on Form 10-Q (File No. 001-33500) for the period ended June 30, 2016, as filed with the Commission on August 9, 2016).
4.2	GW Pharmaceuticals plc Long Term Incentive Plan (incorporated herein by reference to Exhibit 4.1 in GW's Registration Statement on Form S-8 (File No. 333-204389), filed with the SEC on May 22, 2015).
4.3	GW Pharmaceuticals plc 2017 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 4.1 in GW's Registration Statement on Form S-8 (file no. 333-217328), filed with the SEC on April 17, 2017).
4.4	GW Pharmaceuticals plc 2020 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 4.1 in GW's Registration Statement on Form S-8 (file no. 333-238737), filed with the SEC on May 27, 2020).
5.1	Opinion of Arthur Cox.*
23.1	Consent of Arthur Cox (included in Exhibit 5.1).*
23.2	Consent of KPMG, independent registered public accounting firm for the Registrant.*
24.1	Power of Attorney (included on signature page)

* Filed herewith

ITEM 9. UNDERTAKINGS.

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California on May 7, 2021.

JAZZ PHARMACEUTICALS PUBLIC LIMITED
COMPANY

By: /s/ Neena M. Patil

Name: Neena M. Patil

Title: Chief Legal Officer and SVP, Legal and
Corporate Affairs

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bruce C. Cozadd, Neena M. Patil, Patricia Carr and Renée Galá, and each or any of them, as his or her true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and generally to do all such things in his or her name and behalf in their capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act and all requirements of the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce C. Cozadd</u> Bruce C. Cozadd	Chairman, Chief Executive Officer and Director <i>(Principal Executive Officer and Authorized Representative in the United States)</i>	May 7, 2021
<u>/s/ Renée Galá</u> Renée Galá	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 7, 2021
<u>/s/ Patricia Carr</u> Patricia Carr	Vice President, Finance <i>(Principal Accounting Officer)</i>	May 7, 2021
<u>/s/ Paul L. Berns</u> Paul L. Berns	Director	May 7, 2021
<u>/s/ Jennifer Cook</u> Jennifer Cook	Director	May 7, 2021

<u>/s/ Patrick G. Enright</u> Patrick G. Enright	Director	May 7, 2021
<u>/s/ Peter Gray</u> Peter Gray	Director	May 7, 2021
<u>/s/ Heather Ann McSharry</u> Heather Ann McSharry	Director	May 7, 2021
<u>/s/ Seamus C. Mulligan</u> Seamus C. Mulligan	Director	May 7, 2021
<u>/s/ Kenneth W. O'Keefe</u> Kenneth W. O'Keefe	Director	May 7, 2021
<u>/s/ Anne O'Riordan</u> Anne O'Riordan	Director	May 7, 2021
<u>/s/ Norbert G. Riedel, Ph.D.</u> Norbert G. Riedel, Ph.D.	Director	May 7, 2021
<u>/s/ Elmar Schnee</u> Elmar Schnee	Director	May 7, 2021
<u>/s/ Mark D. Smith, M.D.</u> Mark D. Smith, M.D.	Director	May 7, 2021
<u>/s/ Catherine A. Sohn, Pharm.D.</u> Catherine A. Sohn, Pharm.D.	Director	May 7, 2021
<u>/s/ Rick E Winningham</u> Rick E Winningham	Director	May 7, 2021

7 May 2021
Board of Directors
Jazz Pharmaceuticals plc
5th Floor
Waterloo Exchange
Waterloo Road
Dublin 4

Re: Jazz Pharmaceuticals plc Registration Statement on Form S-8 in relation to the Plans

Ladies and Gentlemen,

1. Basis of Opinion

- 1.1 We are acting as Irish counsel to Jazz Pharmaceuticals plc, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at 5th Floor, Waterloo Exchange, Waterloo Road, Dublin 4 (the “**Company**”), in connection with the filing by the Company of a registration statement on Form S-8 (the “**Registration Statement**”) with the United States Securities and Exchange Commission (the “**SEC**”) on or around the date hereof under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of 1,864,475 ordinary shares with nominal value US\$0.0001 of the Company (the “**Shares**”) that may be delivered (i) in respect of shares reserved for issuance under; or (ii) upon the exercise of options assumed under, the GW Pharmaceuticals plc Long-Term Incentive Plan, the GW Pharmaceuticals plc 2017 Long-Term 1. S-lan and the GW Pharmaceuticals plc 2020 Long-Term Incentive Plan (the “**Plans**”) assumed by the Company pursuant to the terms of (i) a transaction agreement dated 3 February 2021 between the Company, Jazz Pharmaceuticals UK Holdings Limited (“**Jazz UK**”) and GW Pharmaceuticals plc (“**GW**”) (the “**Transaction Agreement**”) and (ii) a scheme of arrangement between the Company, Jazz UK and GW under Part 26 of the United Kingdom Companies Act 2006 dated 5 May 2021 (the “**Scheme**”).
- 1.2 This Opinion is confined to, given in all respects on the basis of, governed by and is to be construed in accordance with, the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied and interpreted by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof.
- 1.3 This Opinion is also strictly confined to:
 - (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;
 - (b) the Documents (as defined in the Schedule); and
 - (c) the searches listed at paragraph 1.5 below.

We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plans other than the Documents.

- 1.4 For the purpose of giving this Opinion, we have examined copies sent to us by email in pdf or other electronic format of the Documents.
- 1.5 For the purpose of giving this Opinion, we have caused to be made the following legal searches against the Company on or about the date hereof:
 - (a) on the file of the Company maintained by the Companies Registration Office, Dublin (the “CRO”) for returns of allotments, special resolutions amending the Memorandum and Articles of Association of the Company and notice of the appointment of directors and secretary of the Company and for the appointment of any receiver, examiner or liquidator;
 - (b) in the Judgments Office of the High Court of Ireland; and
 - (c) in the Central Office of the High Court of Dublin for any proceedings or petitions filed.

2. **Opinion**

Subject to the assumptions and qualifications set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 the Company is a public company limited by shares, is duly incorporated and validly existing under the laws of Ireland and has the requisite corporate authority to issue the Shares; and
- 2.2 when the Shares have been issued and, if required, paid for pursuant to and in accordance with the terms and conditions referred to or summarized in the applicable resolutions and the Plans, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

3. **Assumptions**

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

- 3.1 that the Company will receive consideration equal to the aggregate of the nominal value and any premium required to be paid up on the Shares issued pursuant to awards under the Plans and that such consideration will be in cash and/or otherwise provided in accordance with Irish law;
- 3.2 that the filing of the Registration Statement with the SEC has been authorized by all necessary actions under all applicable laws other than Irish law;
- 3.3 that the vesting of any awards granted under the Plans and the issue of the Shares upon vesting of such awards (and the issue of the Shares in connection with any other awards granted under the Plans) will be conducted in accordance with the terms and the procedures described in the Plans and the applicable award agreement;
- 3.4 that the exercise of any options granted under the Plans and the issue of the Shares upon exercise of such options (and the issue of the Shares in connection with any other awards granted under the Plans) will be conducted in accordance with the terms and the procedures described in the Plans and the applicable award or enrolment agreement, as the case may be;

- 3.5 with respect to grants or issuances of any awards under the Plans on or after August 4, 2021 (the date of expiry of the Company's existing authority to issue Shares) which could result in the issuance of Shares, that the Company will have renewed its authority to issue the Shares in accordance with the terms and conditions set out in the Articles of Association of the Company and the Companies Act 2014 of Ireland for the remainder of the period that the Registration Statement will continue in effect;
- 3.6 that, at the time of grant or issue by the compensation committee of the board of directors of the Company (the "**Committee**") of any award or Share under the Plans, the Committee has been duly constituted and remains a duly constituted committee of the board of directors of the Company having the necessary powers and authorities to issue awards and the Shares;

Authenticity and bona fides

- 3.7 the completeness and authenticity of all documents submitted to us as originals or copies of originals and (in the case of copies) conformity to the originals of copy documents and the genuineness of all signatories (electronic or otherwise), stamps and seals thereon;
- 3.8 where incomplete Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Documents correspond in all respects with the last draft of the complete Documents submitted to us;
- 3.9 that the terms of the Documents will be observed and performed by the parties thereto;
- 3.10 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting, and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
- 3.11 that the Memorandum and Articles of Association of the Company amended on August 4, 2016 are the current Memorandum and Articles of Association of the Company, are up to date and have not been amended or superseded and that there are no other terms governing the Shares other than those set out in the Memorandum and Articles of Association of the Company;

Accuracy of searches and warranties

- 3.12 the accuracy and completeness of the information disclosed in the searches referred to in paragraph 1.5 above and that such information has not since the time of such search or enquiry been altered. It should be noted that:
- (a) the position reflected by the searches may not be fully up-to-date, and this risk may be higher at the date of this Opinion:
 - (i) while emergency measures introduced by the Irish Government in light of the COVID-19 pandemic remain in place; and
 - (ii) due to the CRO not having confirmed when it will clear the backlog in filings arising from the temporary unavailability of many CRO services between 8 and 15 December 2020 due to a digital transformation project; and
 - (b) searches at the CRO do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company;
- 3.13 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Documents; and

Commercial Benefit

- 3.14 that the Documents have been entered into for bona fide commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interest and for their respective corporate benefit.

4. Disclosure

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of person whose consent is required under Section 7 of the Securities Act.

Yours faithfully



ARTHUR COX LLP

SCHEDULE**DOCUMENTS**

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC;
2. A copy of the Plans;
3. A copy of the proxy statement filed by GW Pharmaceuticals plc with the SEC on 15 March 2021, with a copy of the Transaction Agreement at Annex A and a copy of the Scheme at Annex B;
4. A copy of court order of the High Court of Justice of England and Wales approving the Scheme dated 5 May 2021;
5. A copy of the resolutions of the board of directors of the Company regarding the approval of the Transaction Agreement and the Scheme by the Company dated 2 February 2021;
6. A copy of the Memorandum and Articles of Association of the Company as amended by resolutions of the shareholders of the Company on 4 August 2016;
7. A copy of the certificate from an authorised officer of the Company in relation to the share capital of the Company dated 7 May 2021;
8. A copy of the Certificate of Incorporation of the Company dated and executed 16 March 2005; and
9. Letter of Status from the Companies Registration Office, Dublin dated 7 May 2021.



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Jazz Pharmaceuticals plc

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG

Dublin, Ireland
May 7, 2021