

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 19, 2019

**JAZZ PHARMACEUTICALS PUBLIC LIMITED
COMPANY**

(Exact name of registrant as specified in its charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-33500
(Commission
File No.)

98-1032470
(IRS Employer
Identification No.)

Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland D04 E5W7
(Address of principal executive offices, including zip code)

011-353-1-634-7800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|----------------------|--|
| Ordinary shares, nominal value \$0.0001 per share | JAZZ | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On December 19, 2019, Jazz Pharmaceuticals Ireland Limited (the “Company”), a subsidiary of Jazz Pharmaceuticals plc, entered into an exclusive license agreement (the “Agreement”) with Pharma Mar, S.A. (“PharmaMar”) pursuant to which PharmaMar will grant to the Company an exclusive license under PharmaMar’s patents and know-how to develop and commercialize lurbinectedin in the United States. Except for confidentiality obligations and certain representations and warranties, which are effective upon execution, the effectiveness of the Agreement is subject to the expiration or early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”).

Under the Agreement, PharmaMar is responsible for continuing ongoing clinical trials of lurbinectedin. PharmaMar is also responsible for conducting any post-approval commitment studies that are required by the U.S. Food and Drug Administration with respect to any regulatory approval of lurbinectedin in small cell lung cancer. Under a separate agreement to be executed by the parties within a specified time period, PharmaMar will supply the Company with launch quantities of lurbinectedin drug product and on an ongoing basis will supply the Company with the active pharmaceutical ingredient for lurbinectedin.

Pursuant to the terms of the Agreement, the Company will pay PharmaMar an upfront payment of \$200 million and will be obligated to pay PharmaMar up to \$250 million in regulatory milestone payments based on the achievement of accelerated and/or full regulatory approval of lurbinectedin in small cell lung cancer in the United States within specified timeframes. PharmaMar is also eligible to receive tiered royalties from the high teens percentage up to 30% on net sales of lurbinectedin in the United States, subject to customary royalty reductions, and commercial milestone payments of up to \$550 million once certain sales levels have been achieved in the United States. The Company may also be obligated to pay additional milestone payments upon receipt of regulatory approval of lurbinectedin in additional indications, with any such milestone payments creditable against the Company’s commercial milestone payment obligations.

The term of the Agreement will extend until the latest of: (i) expiration of the last PharmaMar patent covering lurbinectedin in the United States (subject to certain exclusions), (ii) expiration of regulatory exclusivity for lurbinectedin in the United States and (iii) 12 years after the first commercial sale of lurbinectedin in the United States. The Company has the right to terminate the Agreement in the event of a material adverse event relating to a specified regulatory action prior to the expiration or early termination of the applicable waiting period under the HSR Act. The Company also has the right to terminate the Agreement at will upon a specified notice period, provided that the effective date of such termination is not within one year of the signing of the Agreement. Either party can terminate the Agreement for the other party’s uncured material breach or bankruptcy.

The foregoing summary of certain terms of the Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Agreement. Jazz Pharmaceuticals intends to file a copy of the Agreement with its Annual Report on Form 10-K for the year ending December 31, 2019, or, if filed earlier, with a subsequent Current Report on Form 8-K that it expects to file in connection with the anticipated effectiveness of the Agreement.

