



Jazz Pharmaceuticals Announces Pricing of Private Offering of \$850 Million of 2.000% Exchangeable Senior Notes due 2026

June 09, 2020

DUBLIN, June 9, 2020 /PRNewswire/ -- Jazz Pharmaceuticals plc (Nasdaq: JAZZ) ("Jazz Pharmaceuticals") today announced the pricing of \$850 million aggregate principal amount of 2.000% exchangeable senior notes due 2026 in a private offering (the "offering") by Jazz Investments I Limited, its wholly-owned subsidiary (the "Issuer"), to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The Issuer also granted the initial purchasers of the notes a 13-day option to purchase up to an additional \$150 million aggregate principal amount of notes. The sale of the notes is expected to close on June 11, 2020, subject to customary closing conditions.

The notes will be general unsecured obligations of the Issuer and will accrue interest payable semiannually in arrears on June 15 and December 15 of each year, beginning on December 15, 2020, at a rate of 2.000% per year. The notes will mature on June 15, 2026, unless earlier exchanged, repurchased or redeemed. Prior to March 15, 2026, the notes will be exchangeable only upon satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The notes will be exchangeable for cash, ordinary shares ("ordinary shares") of Jazz Pharmaceuticals or a combination thereof, at the Issuer's election.

The initial exchange rate will be 6.4182 ordinary shares per \$1,000 principal amount of notes (equivalent to an initial exchange price of approximately \$155.81 per ordinary share, which represents approximately a 40.0% premium over the closing price per ordinary share on the Nasdaq Global Select Market on June 8, 2020), subject to adjustment in some events but not for any accrued and unpaid interest. The Issuer's obligations under the notes will be fully and unconditionally guaranteed on a senior unsecured basis by Jazz Pharmaceuticals and will rank *pari passu* in right of payment with the Issuer's existing 1.875% exchangeable senior notes due 2021 (the "2021 notes") and 1.500% exchangeable senior notes due 2024.

The Issuer may redeem the notes at its option, prior to June 15, 2026, in whole but not in part, in connection with certain tax-related events. The Issuer also may redeem the notes at its option on or after June 20, 2023 and prior to March 15, 2026, in whole or in part, if the last reported sale price of ordinary shares has been at least 130% of the exchange price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period ending within the three trading days immediately preceding the date on which the Issuer provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

If Jazz Pharmaceuticals undergoes a "fundamental change," subject to certain conditions and limited exceptions, holders of the notes may require the Issuer to repurchase for cash all or part of their notes at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events that occur prior to the maturity date of the notes or upon the Issuer's issuance of a notice of redemption, the Issuer will, in certain circumstances, increase the exchange rate for holders of the notes who elect to exchange their notes in connection with such a corporate event or exchange their notes called for redemption during the related redemption period, as the case may be. Jazz Pharmaceuticals estimates that the net proceeds from the offering will be approximately \$833.6 million (or approximately \$981.0 million if the initial purchasers exercise their option to purchase additional notes in full), after deducting the initial purchasers' discount and commissions and estimated offering expenses payable by the Issuer. The Issuer intends to use approximately \$332.9 million of the net proceeds from the offering to repurchase for cash up to approximately \$332.9 million aggregate principal amount of the 2021 notes through individual privately negotiated transactions concurrently with the offering of notes. The remaining net proceeds will be used for general corporate purposes, which may include additional repurchases of 2021 notes from time to time following the offering. Note repurchases occurring concurrently with the offering of the notes, and the potential related market activities by selling holders of the 2021 notes, could increase (or reduce the size of any decrease in) the market price of the ordinary shares concurrently with the pricing of the notes, resulting in a higher effective exchange price for the notes. Note repurchases that may occur from time to time following the offering of the notes could increase (or reduce the size of any decrease in) the market price of the ordinary shares or the trading price of the notes.

None of the notes, the guarantee or the ordinary shares issuable upon exchange of the notes, if any, have been registered under the Securities Act or the securities laws of any other jurisdiction, and, unless so registered may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release does not and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of the securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About Jazz Pharmaceuticals

Jazz Pharmaceuticals plc (Nasdaq: JAZZ) is a global biopharmaceutical company dedicated to developing life-changing medicines for people with serious diseases — often with limited or no options. Jazz Pharmaceuticals has a diverse portfolio of marketed medicines and novel product candidates, from early- to late-stage development, in key therapeutic areas, with a focus in neuroscience, including sleep medicine and movement disorders, and in oncology, including hematologic and solid tumors. Jazz Pharmaceuticals is headquartered in Dublin, Ireland and has employees around the globe, serving patients in more than 90 countries.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements, including, but not limited to, all statements related to the closing of the offering, the timing and amount of any repurchases of the 2021 notes, potential effects of the repurchases of the 2021 notes and the expected use of net proceeds from the offering. These forward-looking statements are based on Jazz Pharmaceuticals' current expectations and inherently involve significant risks and uncertainties. Do not place undue reliance on these forward-looking statements, which speak only as of the date hereof. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks and uncertainties associated with the satisfaction of closing conditions related to the offering and market risks, trends and

conditions. These and other risks and uncertainties relating to Jazz Pharmaceuticals and its business can be found under the caption "Risk Factors" and elsewhere in its Securities and Exchange Commission filings and reports (Commission File No. 001-33500), including its recently filed Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, as well as future filings and reports by Jazz Pharmaceuticals. Except as required by law, Jazz Pharmaceuticals undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in its expectations.

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SOURCE Jazz Pharmaceuticals plc