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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

(Amendment No. 3)

GENTIUM S.p.A.
(Name of Subject Company (Issuer))

JAZZ PHARMACEUTICALS ITALY S.r.l.
JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY
(Names of Filing Persons (Offerors))

Ordinary Shares, no par value per share
and
American Depositary Shares, each representing one Ordinary Share
(Title of Class of Securities)

The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.
The CUSIP number for the related American Depositary Shares is 37250B104.
(CUSIP Number of Class of Securities)

Suzanne Sawochka Hooper, Esq.
Executive Vice President and General Counsel
Jazz Pharmaceuticals Public Limited Company
c/o Jazz Pharmaceuticals, Inc.
3180 Porter Drive
Palo Alto, California 94304
Tel: (650) 496-3777

Copy to:

Keith A. Flaum, Esq.
Jane Ross, Esq.
James R. Griffin, Esq.
Weil, Gotshal & Manges LLP
201 Redwood Shores Parkway
Redwood Shores, CA 94065
(650) 802-3000
(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
$1,011,728,625.00	$130,310.65

* For purposes of calculating the filing fee pursuant to Rule 0-11(d) only, the Transaction Valuation was calculated on the basis of (i) the aggregate of 17,749,625 Ordinary Shares, no par value per share, which includes (A) 10,984,130 Ordinary Shares represented by 10,984,130 American Depositary Shares outstanding, and (B) 2,194,494 Ordinary Shares not yet outstanding but underlying outstanding equity awards, in each case not owned by the Filing Persons, that may be purchased in the tender offer, and (ii) the tender offer price of $57.00 per Ordinary Share and per American Depositary Share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Exchange Act, and Fee Rate Advisory #1 for fiscal year 2014, issued August 30, 2013, is $128.80 per $1 million (prorated for amounts less than $1 million) of the aggregate Transaction Valuation. The filing fee is calculated by multiplying the transaction value by 0.0001288.

☒ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $130,310.65 — Filing Party: Jazz Pharmaceuticals Italy S.r.l. and Jazz Pharmaceuticals Public Limited Company

Form or Registration Number: Schedule TO — Date Filed: December 23, 2013

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ Third party tender offer subject to Rule 14d-1.
- ☐ Issuer tender offer subject to Rule 13e-4.
- ☐ Going-private transaction subject to Rule 13e-3.
- ☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e–4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d–1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 3 (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "**Schedule TO**") relating to the offer by Jazz Pharmaceuticals Italy S.r.l., an Italian *società a responsabilità limitata* ("**Purchaser**") and a wholly-owned subsidiary of Jazz Pharmaceuticals Public Limited Company, a public limited company formed under the laws of Ireland ("**Parent**" or "**Jazz Pharmaceuticals**"), to purchase all outstanding shares of ordinary stock, no par value per share (the "**Ordinary Shares**"), and all outstanding American Depositary Shares, each representing one Ordinary Share and evidenced by an American Depositary Receipt ("**ADR**") issued by The Bank of New York, as depositary (the "**ADSs**") of Gentium S.p.A., a *società per azioni* incorporated in Italy (the "**Company**" or "**Gentium**"), at a purchase price of $57.00 per Ordinary Share and per ADS (without duplication for Ordinary Shares underlying ADSs), net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 2013 (which, together with any amendments or supplements thereto, collectively constitute the "**Offer to Purchase**") and in the related ADS Letter of Transmittal (the "**ADS Letter of Transmittal**") and Share Form of Acceptance (the "**Share Form of Acceptance**" and, together with the ADS Letter of Transmittal and Offer to Purchase, as amended or supplemented from time to time, the "**Offer**"), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(G), respectively. The information set forth in the Offer to Purchase and the related ADS Letter of Transmittal and Share Form of Acceptance are incorporated by reference herein.

Capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by including the following exhibits:

(a)(5)(J)	Portion of transcript from Jazz Pharmaceuticals conference call to discuss acquisition of rights to ADX-N05 from Aerial BioPharma, LLC held on January 13, 2014.
(a)(5)(K)	Jazz Pharmaceuticals investor presentation, first used at the J.P. Morgan Healthcare Conference in San Francisco, California on January 13, 2014.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

By: /s/ Suzanne Sawochka Hooper
Name: Suzanne Sawochka Hooper
Title: Executive Vice President and General Counsel

JAZZ PHARMACEUTICALS ITALY S.r.l.

By: /s/ Fintan Keegan
Name: Fintan Keegan
Title: Director

Date: January 13, 2014

EXHIBIT LIST

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase, dated December 23, 2013.*
(a)(1)(B)	Form of ADS Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(G)	Form of Share Form of Acceptance.*
(a)(5)(A)	Summary Advertisement as published in The Wall Street Journal on December 23, 2013.*
(a)(5)(B)	Joint Press Release of Jazz Pharmaceuticals and Gentium issued on December 19, 2013 (incorporated by reference to Exhibit 99.1 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 19, 2013).
(a)(5)(C)	Jazz Pharmaceuticals investor presentation first made available on December 19, 2013 (incorporated by reference to Exhibit 99.2 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 19, 2013).
(a)(5)(D)	Transcript from investor/analyst conference call held on December 19, 2013 (incorporated by reference to Exhibit 99.1 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(E)	Email from Jazz Pharmaceuticals' Chief Executive Officer to employees, sent on December 19, 2013 (incorporated by reference to Exhibit 99.2 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(F)	Letter from Jazz Pharmaceuticals' Chief Executive Officer to Gentium employees, sent on December 19, 2013 (incorporated by reference to Exhibit 99.3 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(G)	Media Standby Statement, first used on December 19, 2013 (incorporated by reference to Exhibit 99.4 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(H)	Gentium Transaction Internal Communications Q&A, first used on December 19, 2013 (incorporated by reference to Exhibit 99.5 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(I)	Jazz Pharmaceuticals Overview Presentation, first used on December 20, 2013 (incorporated by reference to Exhibit 99.6 from the Schedule TO-C filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(a)(5)(J)	Portion of transcript from Jazz Pharmaceuticals conference call to discuss acquisition of rights to ADX-N05 from Aerial BioPharma, LLC held on January 13, 2014.
(a)(5)(K)	Jazz Pharmaceuticals investor presentation, first used at the J.P. Morgan Healthcare Conference in San Francisco, California on January 13, 2014.
(b)(1)	Amended and Restated Commitment Letter, dated as of January 6, 2014, by and between Jazz Pharmaceuticals plc, Barclays Bank PLC, J.P. Morgan Securities LLC, JPMorgan Chase Bank, N.A., Merrill Lynch Pierce, Fenner & Smith Incorporated, Bank of America, N.A., Citigroup Global Markets Inc., Morgan Stanley Senior Funding, Inc., Royal Bank of Canada, DNB Bank ASA and DNB Capital Markets, Inc.*
(b)(2)	Amendment No. 1, dated as of June 13, 2013, to the Original Credit Agreement and related Guaranty, by and among Jazz Pharmaceuticals, Inc., Jazz Financing I Limited and Purchaser, as borrowers, Jazz Pharmaceuticals, as guarantor, the Lenders thereto and Barclays Bank PLC, as Administrative Agent, Collateral Agent, L/C Issuer and Swing Line Lender (incorporated by reference to Exhibit 10.1 from the Form 8-K filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on June 13, 2013).
(d)(1)	Tender Offer Agreement, dated as of December 19, 2013, by and among Jazz Pharmaceuticals, Gentium and Purchaser (incorporated by reference to Exhibit 2.1 from the Form 8-K/A filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(d)(2)	Form of Support Agreement (incorporated by reference to Exhibit 99.3 from the Form 8-K/A filed by Jazz Pharmaceuticals with the Securities and Exchange Commission on December 20, 2013).
(d)(3)	Form of Transition, Amendment and Release Agreement.*
(d)(4)	Form of Consultancy Agreement.*
(d)(5)	Form of Retention and Amendment Agreement.*
(d)(6)	Confidentiality and Nondisclosure Agreement, entered into effective September 30, 2013, by and between Jazz Pharmaceuticals and Gentium.*

* Previously filed.

Exhibit (a)(5)(J)

Portion of transcript from Jazz Pharmaceuticals plc conference call to discuss acquisition of rights to ADX-N05 from Aerial BioPharma, LLC held on January 13, 2014

. . .

Louise Chen—*Guggenheim Securities LLC—Analyst*

Congratulations on the deal. I have a few questions. First question I have was with respect to your balance sheet. Post this and Gentium, where do you stand in terms of financial flexibility? How should we think about that?

. . .

And then just one last question, which is just you've got a lot going on right now in 2014 with JZP-386, Xyrem, Erwinaze, Gentium and now this product, so just wondering how you're prioritizing everything. Thanks.

Kate Falberg—*Jazz Pharmaceuticals—CFO*

Yes, so on your question about the balance sheet, when we announced the Gentium acquisition before Christmas, we announced a financing to go along with that and we had this Aerial transaction in mind at that time. So the comments that we made about our balance sheet still are true.

We're planning to raise a new term loan on the order of $400 million and we're increasing our revolver on the order of $175 million. So the incremental debt on our balance sheet, in total, we would expect to be about $600 million, which is what we've been saying for the past month, so no change.

We continue to have a significant amount of financial flexibility, we believe. Post closing both transactions, our combined leverage ratio would be around 2.5 on a trailing basis. And, as you know, our business generates significant cash flow, so we would pretty rapidly bring that leverage ratio down.

. . .

Louise Chen—*Guggenheim Securities LLC—Analyst*

Okay. What about the priorities, how you look at all the different things that you have, focusing on in 2014?

Bruce Cozadd—*Jazz Pharmaceuticals—Chairman & CEO*

Yes. Well, the great news is we have a lot that we can focus on in 2014 across our franchises. I'm presenting at the JPMorgan conference in just a few hours and I'll walk through that in more detail. But if you think about what we're doing in sleep, both with ADX-N05 and, of course, we have JZP-386, we've already talked to you about, if you think about what we're doing in hematology and oncology, with Erwinaze and AYA with asparaginase, now with the potential to take defibrotide forward as well, we have lots of great things to work on.

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# # #

Additional Information and Where to Find It

The statement in this presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the outstanding shares of Gentium S.p.A. (including those shares represented by American Depositary Shares). Jazz Pharmaceuticals plc and its acquisition subsidiary have filed with the U.S. Securities and Exchange Commission (the "SEC") a tender offer statement on Schedule TO, and Gentium has filed a

Solicitation/Recommendation Statement on Schedule 14D-9, all with respect to the Offer (as defined in those documents). Holders of shares of Gentium are urged to carefully read the relevant tender offer materials (including the Offer to Purchase, the related Letter of Transmittal and the other tender offer documents) and the Solicitation/Recommendation Statement because they contain important information that such holders should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and the other tender offer documents, as well as the Solicitation/Recommendation Statement, are available to all holders of shares of Gentium at no expense to them. Investors and security holders may obtain free copies of these documents and other related documents filed with the SEC at the SEC's web site at www.sec.gov or by (i) directing a request to Jazz Pharmaceuticals plc, c/o Jazz Pharmaceuticals, Inc., 3180 Porter Drive, Palo Alto, California 94304, U.S.A., Attention: Investor Relations, (ii) calling +353 1 634 7892 (Ireland) or +1 650 496 2800 (U.S.) or (iii) sending an email to investorinfo@jazzpharma.com. Investors and security holders may also obtain free copies of the documents filed with the SEC on Jazz Pharmaceuticals' website at www.jazzpharmaceuticals.com under the heading "Investors" and then under the heading "SEC Filings."

In addition to the Offer to Purchase, the related Letter of Transmittal and the other tender offer documents, as well as the Solicitation/Recommendation Statement, Jazz Pharmaceuticals and Gentium file annual, quarterly (except in the case of Gentium) and special reports and other information with the SEC. You may read and copy any reports or other information filed by Jazz Pharmaceuticals or Gentium at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Jazz Pharmaceuticals' and Gentium's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

Jazz Pharmaceuticals®

32nd Annual JP Morgan Healthcare Conference

Bruce Cozadd, Chairman and CEO

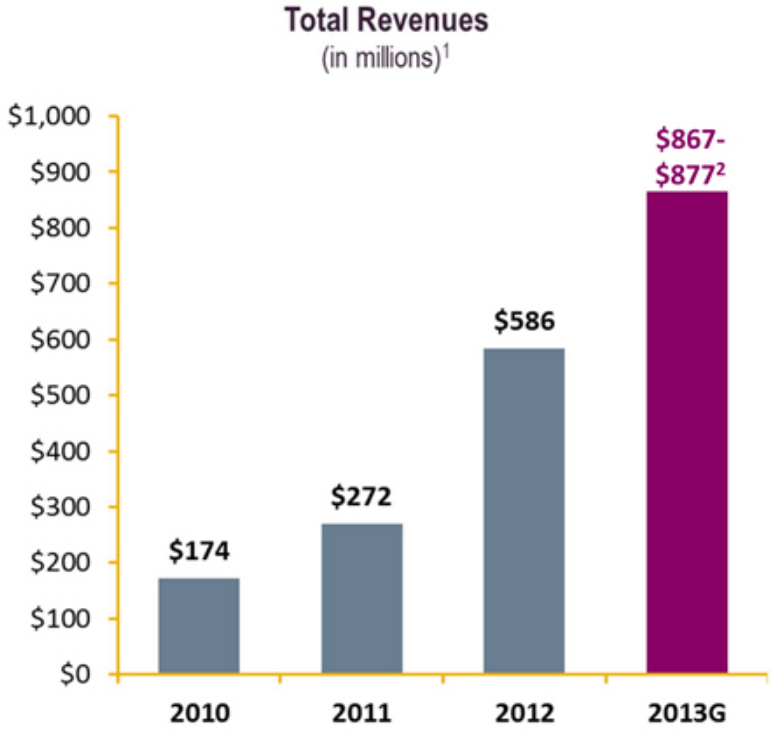
January 13, 2014

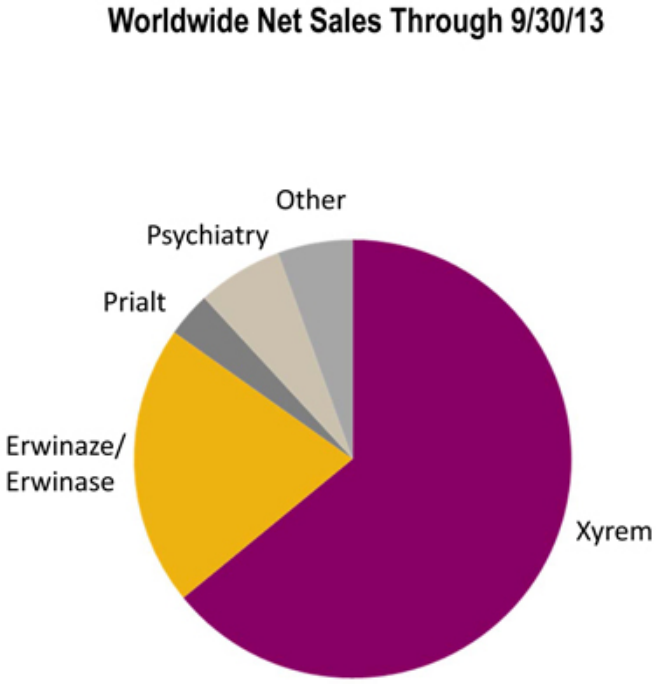
Forward-Looking Statements

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

This presentation contains forward-looking statements, including, but not limited to, statements related to Jazz Pharmaceuticals' estimated financial results and future growth potential, including expectations and estimates regarding 2013 sales of Xyrem® (sodium oxybate) oral solution and Erwinaze® (asparaginase *Erwinia chrysanthemi*), other financial and operating results and financial guidance, the company's growth and acquisition strategy and its 2014 goals (financial and otherwise), the therapeutic and commercial potential of the company's product candidates, potential future clinical trials and other development of the company's product candidates and the indications the company plans to pursue, potential approval and commercialization of the company's product candidates, expected patent protection for ADX-N05 and the potential extension of that patent protection, the anticipated consummation of the tender offer for Gentium S.p.A. ordinary shares and American Depositary Shares and the timing and benefits thereof, the plan to launch Defitelio™ (defibrotide) and the timing thereof, future commercial opportunities and potential expansion of European commercial operations after the expected completion of the Gentium acquisition, the potential to develop Defitelio for approval in other conditions, anticipated pipeline opportunities, future clinical development and regulatory matters, the expected launch of Versacloz™ (clozapine, USP) oral suspension and other statements that are not historical facts. These forward-looking statements are based on Jazz Pharmaceuticals' current expectations and inherently involve significant risks and uncertainties. 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 maintaining and increasing sales of and revenue from Xyrem, such as the potential introduction of generic competition and changed or increased regulatory restrictions on or requirements with respect to Xyrem, as well as similar risks related to effectively commercializing the company's other marketed products, including Erwinaze and Prialt® (ziconotide) intrathecal infusion; protecting and expanding the company's intellectual property rights; obtaining appropriate pricing and reimbursement for the company's products in an increasingly challenging environment; ongoing regulation and oversight by U.S. and non-U.S. regulatory agencies; dependence on key customers and sole source suppliers; the difficulty and uncertainty of pharmaceutical product development, including the timing thereof, the uncertainty of clinical success, such as the risk that results from early clinical trials may not be predictive of results obtained in later and larger clinical trials planned or anticipated to be conducted for the company's product candidates, and the uncertainty of regulatory approval; the company's ability to successfully manage the risks associated with integrating ADX-N05 and other acquired products or product candidates into the company's product portfolio, including the availability of funding to complete the development of, obtain regulatory approval for and commercialize acquired product candidates; the satisfaction of closing conditions and the availability and terms of the financing for the proposed Gentium acquisition; risks associated with business combination or product acquisition transactions, such as the risk that the acquired business or the products or product candidates acquired will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; risks related to future opportunities and plans for the combined company following the proposed Gentium acquisition, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition; disruption from the proposed Gentium acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the possibility that if Jazz Pharmaceuticals does not achieve the perceived or anticipated benefits of the proposed acquisition of Gentium or its acquisition of ADX-N05 as rapidly or to the extent anticipated by financial analysts or investors, the market price of Jazz Pharmaceuticals' ordinary shares could decline; the company's ability to identify and acquire, in-license or develop additional products or product candidates to grow its business; and possible restrictions on the company's ability and flexibility to pursue certain future opportunities as a result of its substantial outstanding debt obligations; as well as risks related to future opportunities and plans, including the uncertainty of expected future financial performance and results, and those other risks detailed from time-to-time under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals plc's Securities and Exchange Commission filings and reports (Commission File No. 001-33500), including in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 and future filings and reports by the company. Jazz Pharmaceuticals undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or changes in its expectations.

Growing, Diversified Revenues

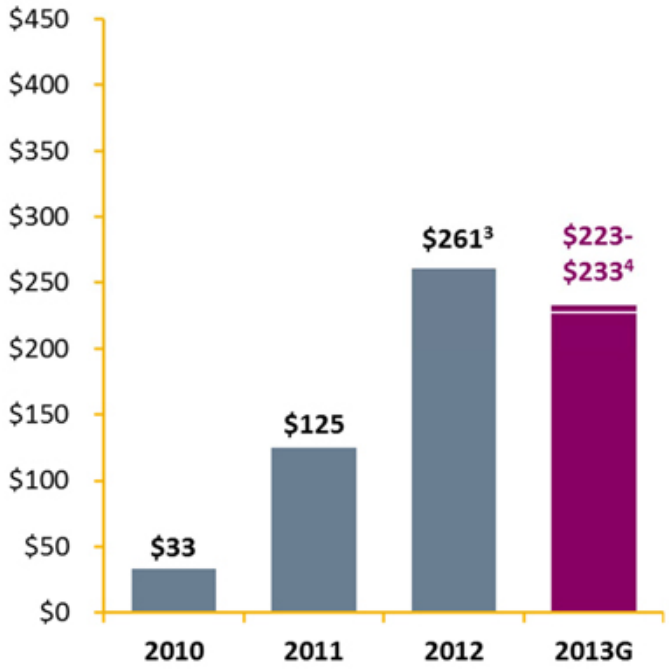




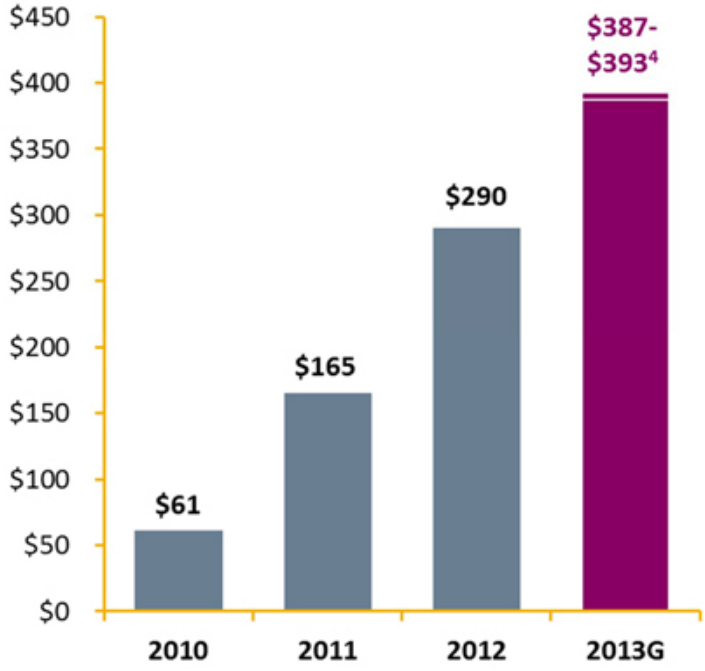
[1] 2010-2012 Audited; 2013G Unaudited
[2] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc is not confirming or updating that guidance, and actual results may differ.

Sustained Earnings Growth

GAAP Income from Continuing Operations[1]
(in millions)[2]



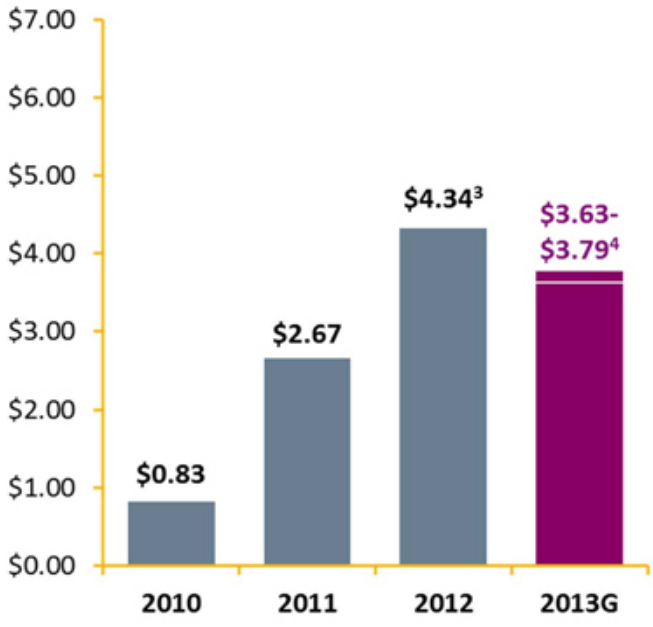
Adjusted Net Income[1]
(in millions, unaudited)



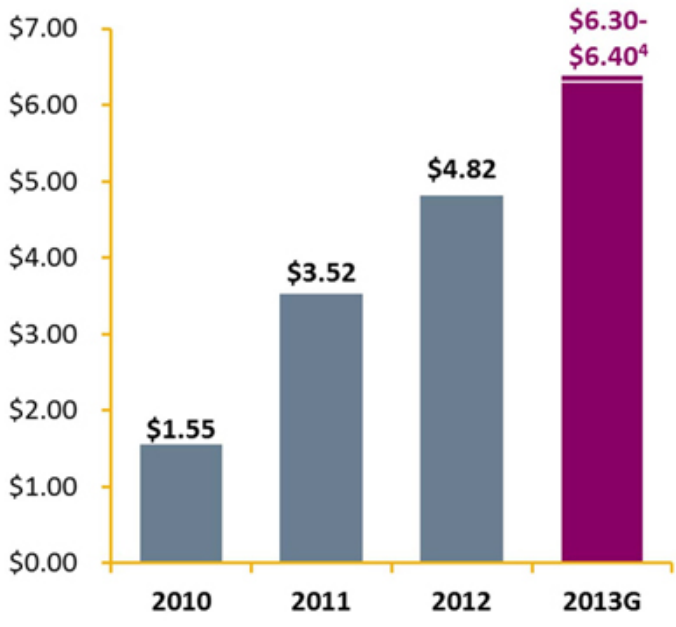
[1] GAAP income from continuing operations and adjusted net income for 2012 include EUSA Pharma contribution from June 12, 2012 and Azur Pharma contribution from January 18, 2012, and exclude the results of the Women's Health business, which was accounted for as discontinued operations in 2012. Reconciliations of GAAP income from continuing operations (GAAP net income for 2013) to non-GAAP adjusted net income can be found at the end of this presentation.
[2] 2010-2012 Audited; 2013G Unaudited
[3] GAAP income from continuing operations for 2012 includes a non-recurring tax benefit of $104 million due to the reversal of the valuation allowance against substantially all of Jazz Pharmaceuticals' U.S. deferred tax assets.
[4] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc is not confirming or updating that guidance, and actual results may differ.

Strong Track Record of EPS Growth

GAAP Income from Continuing Operations Per Diluted Share[1,2]



Adjusted Net Income Per Diluted Share[1] (unaudited)



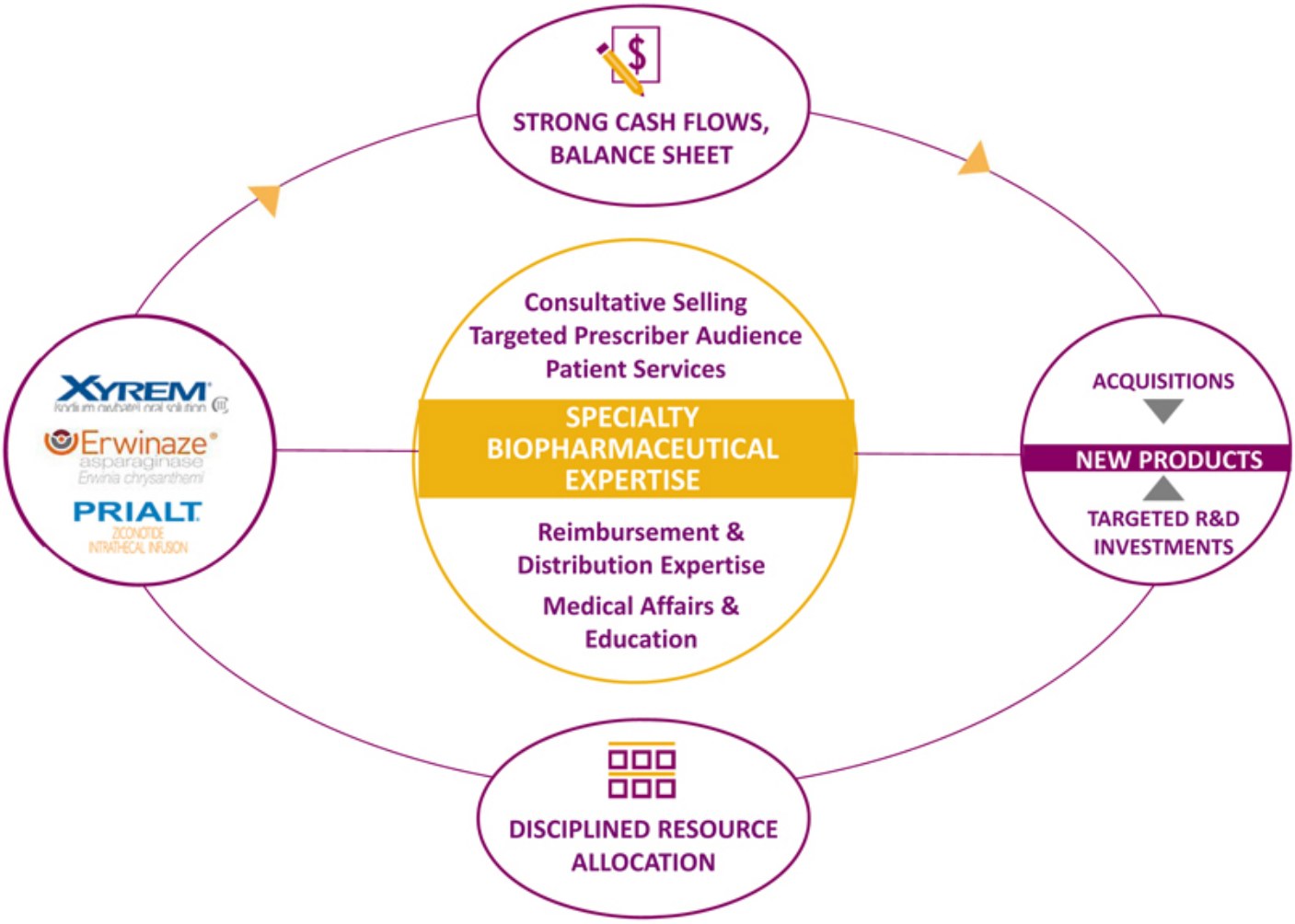
[1] GAAP income from continuing operations per diluted share and adjusted net income per diluted share for 2012 include EUSA Pharma contribution from June 12, 2012 and Azur Pharma contribution from January 18, 2012, and exclude the results of the Women's Health business, which was accounted for as discontinued operations in 2012. Reconciliations of GAAP income from continuing operation per diluted share (GAAP net income per diluted share for 2013) to non-GAAP adjusted net income per diluted share can be found at the end of this presentation.

[2] 2010-2012 Audited; 2013G Unaudited

[3] GAAP income from continuing operations for 2012 includes a non-recurring tax benefit of $104 million or $1.73 per diluted share due to the reversal of the valuation allowance against substantially all of Jazz Pharmaceuticals' U.S. deferred tax assets.

[4] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc is not confirming or updating that guidance, and actual results may differ.

Strategy for Sustainable Growth



Executing on Our Growth Strategy


SLEEP

Building our Sleep Franchise

XYREM® (sodium oxybate) oral solution CIII

Marketed
Cataplexy and EDS in patients with narcolepsy

ADX-N05

Phase 3 studies planned
EDS - Narcolepsy
EDS - OSA

JZP-386

Investigational Medicinal Product Dossier filed in EU
Plan to initiate Phase 1 narcolepsy trial in EU

EDS = Excessive Daytime Sleepiness, OSA = Obstructive Sleep Apnea, EU = European Union

Narcolepsy is a Serious Orphan Disease

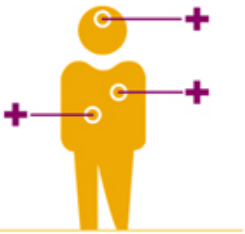
Affects 1:2000 in the U.S.[1] (~ 157K)

>50% of Patients Remain Undiagnosed[2]

Average age of onset: 15-25 years[3]

Excessive daytime sleepiness (EDS): overwhelming, pervasive

Cataplexy: sudden loss of muscle tone; may impair vision, speech (occurs in ~70%[4] of patients)



Comorbidities[5]: depression, suicide, anxiety, GI, respiratory, cardiac disorders

[1] Baumann, Basetti, Scammel, eds. Narcolepsy:Pathophysiology, Diagnosis and Treatment. Springer:NY 2011.
[2] Ahmed I, Thorpy M. Clinical Features, diagnosis and treatment of narcolepsy. Clin Chest Med. 2010;31 (2);371-381.
[3] The International Classification of Sleep Disorders: Diagnostic and Coding Manual. 2nd ed. 2005.
[4] National Institute of Neurological Disorders and Stroke. http://www.ninds.nih.gov/disorders/narcolepsy/detail_narcolepsy.htm. Accessed October 25, 2012.
[5] Ohayon MM. Medical Conditions & Psychiatric Disorders Associated with Narcolepsy. Annals of Neurology 2012; V.72, Issue Supplement S16, p.52 (in press).

GI=Gastrointestinal

Xyrem: Leading Growth Product

Only FDA-approved product for both cataplexy and excessive daytime sleepiness in patients with narcolepsy

Marketed in the U.S. since 2002, marketed in **Europe** (~15 countries) and **Canada** by partners UCB and Valeant, respectively

~100

~100 dedicated sales professionals

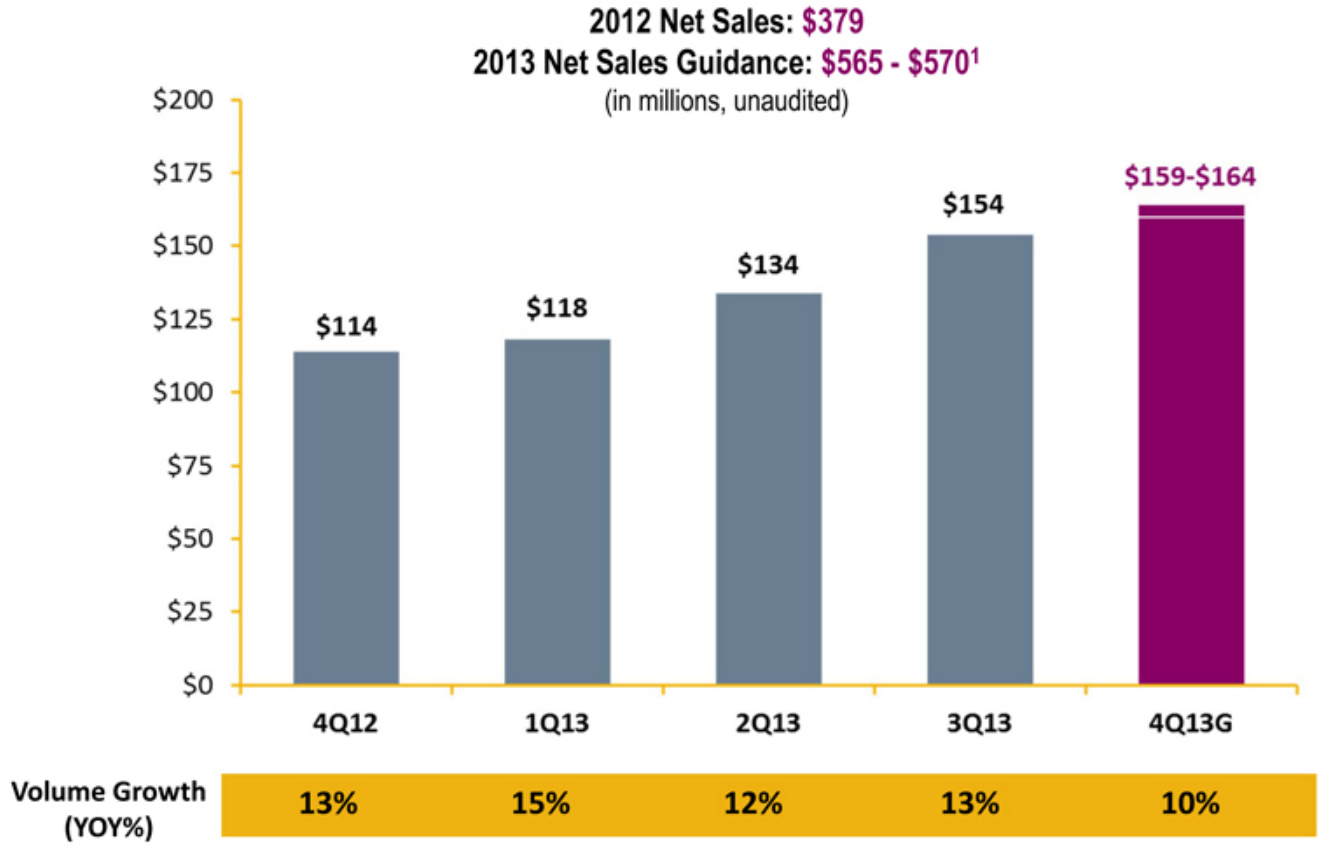
Proprietary distribution system under risk management program required for FDA approval of Xyrem; **ongoing process with FDA related to revised REMS documents**

14

Protected by 14 patents with additional patents pending; **litigation** ongoing with three ANDA filers

Xyrem label includes boxed warning that sodium oxybate is a central nervous system depressant with abuse and misuse potential.

Xyrem: Strong Sales Growth



[1] G = Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc currently expects that, for the year ended December 31, 2013, reported Xyrem net sales will meet the guidance range provided on November 5, 2013. The company has not finalized its financial results for the quarter and year ended December 31, 2013, and actual results may differ.

Xyrem: Growth Initiatives

Growth in Currently Diagnosed Market

Focus on physician prescribers in the low-to-mid deciles

Expanded sales force in 4Q13 to begin calling on expanded physician call universe in 1Q14

Physician Disease Education

Medical meetings & educational symposia

Narcolepsylink.com

Public Awareness

Pilot TV advertisements

Checkmysleep.com

Narcolepsy Public Awareness

Pilot TV advertisements in Charlotte and Indianapolis to **educate public on symptoms of narcolepsy:**

- **C**ataplexy
- **H**ypnagogic Hallucinations
- **E**xcessive Daytime Sleepiness
- **S**leep Paralysis
- **S**leep Disruption

During two-month pilot test period:

- >1,500 **accessed the physician finder tool**
- >600 **requested additional narcolepsy information**

ADX-N05 Acquisition
Opportunity to build on sleep expertise

Orphan drug designation in U.S.; worldwide development, manufacturing & commercial rights, excluding certain countries in Asia

Two Phase 2 clinical trials demonstrated highly statistically-significant benefit vs. placebo in patients with EDS associated with narcolepsy

MOA

MOA appears distinct from modafinil and traditional stimulants that are used in patients with EDS associated with narcolepsy

OSA

Based on efficacy & tolerability clinical data to date, other development opportunities include EDS associated with obstructive sleep apnea

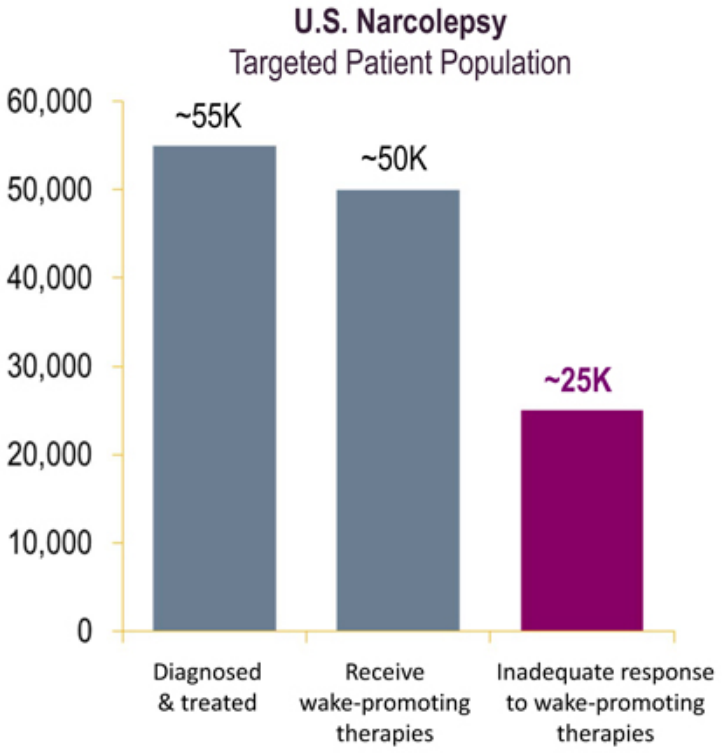
Would add to our sleep franchise and utilize our clinical and commercial expertise in the sleep field to help drive value to patients; expected physician audience: primarily sleep specialists, synergy with Xyrem call universe

2027

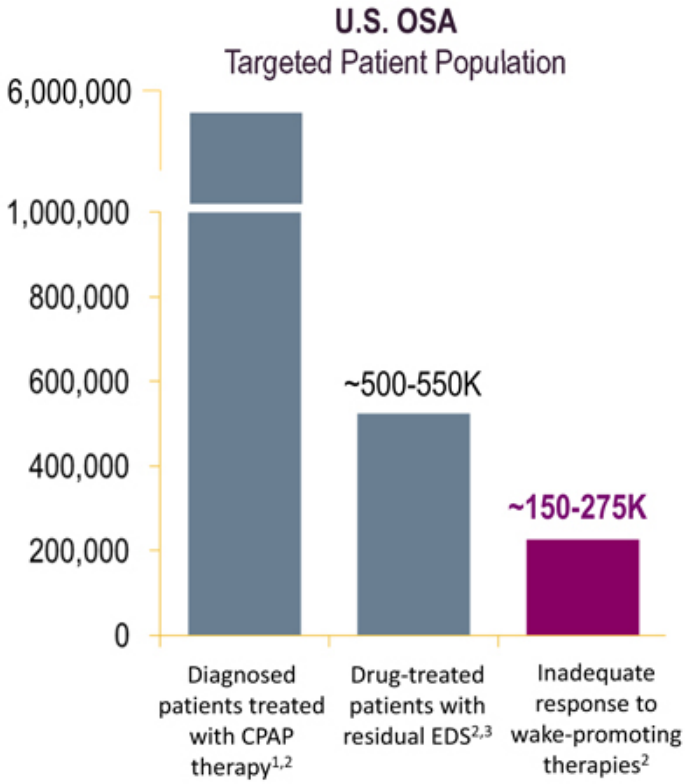
Meaningful exclusivity with expected patent protection through 2027 and potential to lengthen by patent term extension after approval

 MOA = Mechanism of Action, EDS = Excessive Daytime Sleepiness, OSA = Obstructive Sleep Apnea

ADX-N05: Significant Commercial Opportunity



Source: Silber et al., SLEEP Vol. 25, No 2, 2002; Jazz market research; Personal communication from J. Black, et al, Stanford Sleep Patient Survey



Source: [1] Peppard PE, et al. *Am J Epidemiol.* 2013 Apr 14; [2] Primary market research; [3] Launois, SH, et al. *Current Opinion in Pulmonary Medicine.* 19(6):601-608, November 2013.

 OSA = Obstructive Sleep Apnea, CPAP = Continuous Positive Airway Pressure, EDS = Excessive Daytime Sleepiness


HEMATOLOGY/
ONCOLOGY

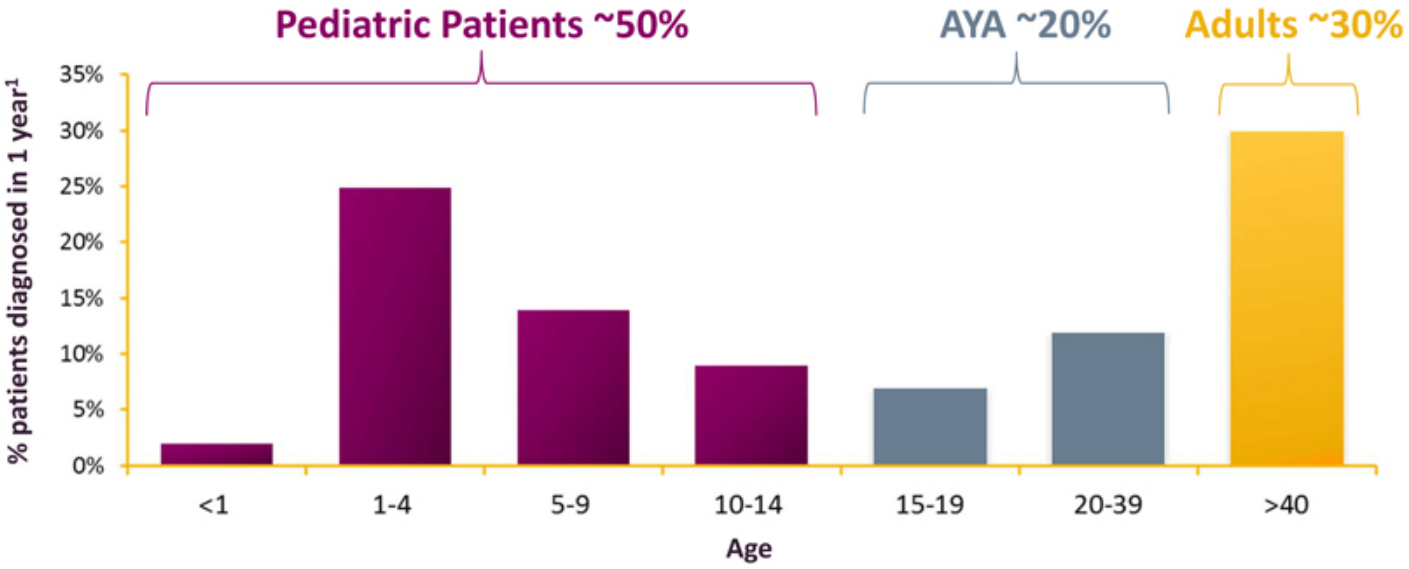
Acute Lymphoblastic Leukemia (ALL):
A Life-Threatening Orphan Disease

~5-6000

5-6,000 U.S. patients in 2013[1]

The **most common form** of cancer in children

Starts with progenitor lymphocytes in bone marrow, progresses quickly to other areas

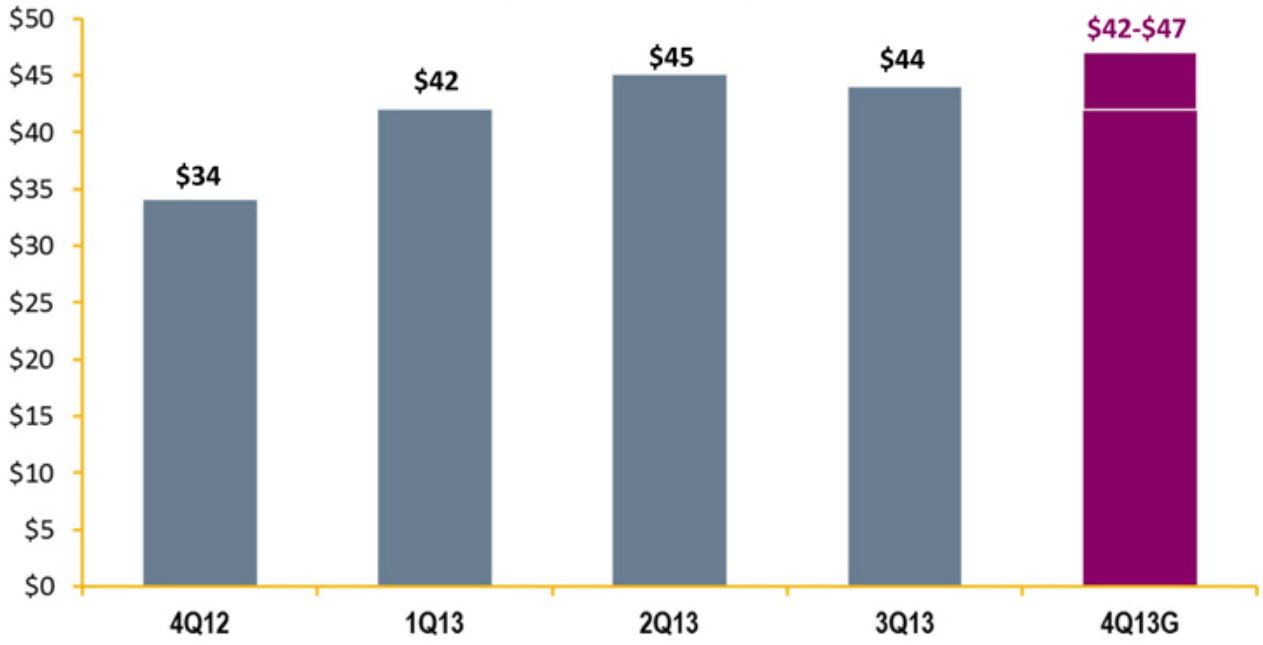


[1] Calculated from SEER Incidence rates available at: http://seer.cancer.gov/faststats/selections.php?#Output, SEER 18 areas (SF, Connecticut, Detroit, HI, IA, NM, Seattle, UT, Atlanta, San Jose-Monterey, Los Angeles, Alaska Native Registry, Rural Georgia, California excluding SF/SJM/LA, Kentucky, Louisiana, New Jersey and Georgia excluding ATL//RG) and U.S. Census Bureau: Annual Estimates of the Resident Population, 2012 Population Estimates--http://factfinder2.census.gov/bkmk/table/1.0/en/PEP/2012/PEPSYASEXN

AYA=Adolescents and Young Adults

Erwinaze/Erwinase: Building for Success

2012 Pro Forma Net Sales: $132[1]
2013 Net Sales Guidance: $173 - $178[2]
(in millions, unaudited)



[1] Pro forma 2012 net sales of Erwinaze/Erwinase include net sales of $60 million from the historic EUSA Pharma business from January 1, 2012 through June 12, 2012, the closing date of the EUSA Pharma acquisition.
[2] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc currently expects that, for the year ended December 31, 2013, reported Erwinaze/Erwinase net sales will meet the guidance range provided on November 5, 2013. The company has not finalized its financial results for the quarter and year ended December 31, 2013, and actual results may differ.

Erwinaze/Erwinase: Growth Initiatives

Expanded Use in Appropriate Populations

Continue growth in pediatric patients

Generate additional data in AYA patients

Explore use in other malignancies

Hypersensitivity Awareness

Improve detection of hypersensitivity and appropriate switching to Erwinaze

Therapeutic Drug Monitoring

Educate healthcare community on importance of maintaining appropriate asparaginase levels

AYA = Adolescent and Young Adult

Gentium Transaction: Strong Strategic Fit

Lead product **Defitelio™** (defibrotide)[1] **addresses significant unmet need** in an orphan disease

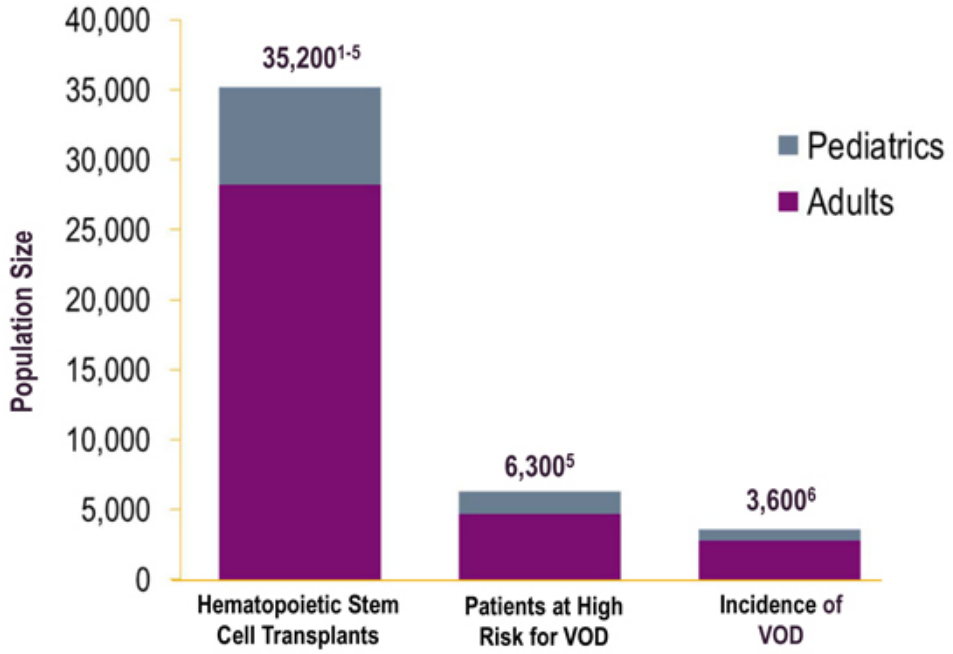
Marketing Authorization obtained in EU in October 2013 for treatment of severe hepatic VOD: plan to **begin launch in EU** in 1Q14 (pricing & reimbursement submissions underway)

Potential to develop for approval in other conditions (e.g., prevention of VOD, acute GvHD) and in other countries (e.g., U.S.*)

Would leverage our existing specialty commercial expertise and infrastructure—strong commercial and medical teams (concentrated physician universe, small and efficient consultative sales force, complex high-touch product requiring medical education)

[1] Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.
EU = European Union, VOD = Veno-Occlusive Disease, GvHD = Graft vs. Host Disease
*U.S./Americas rights licensed to Sigma-Tau Pharmaceuticals, Inc.

Estimated VOD Patient Population (EU)



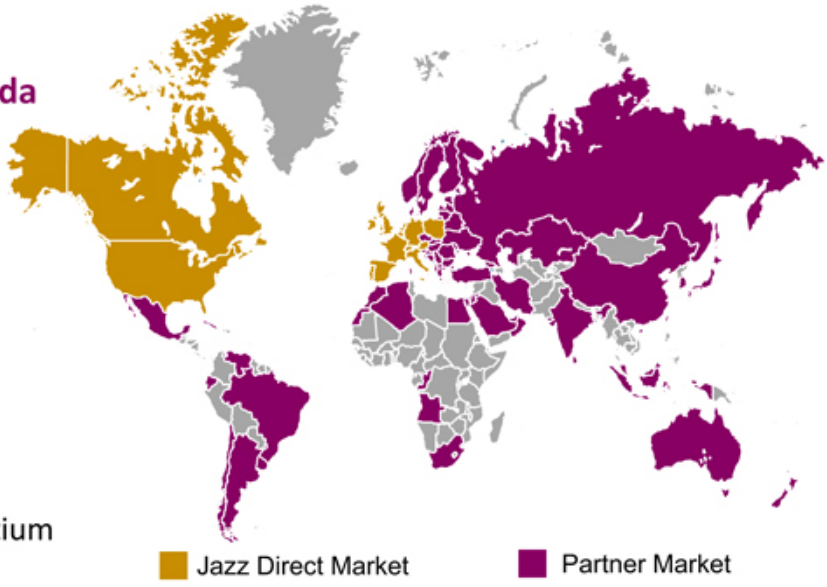
Defibrotide[7] is approved in the EU for the treatment of severe hepatic VOD in adults and children undergoing hematopoietic stem cell transplantation

Sources: [1] Passweg JR, et al. Bone Marrow Transplantation 2013;48:1161-67; [2] Passweg JR, et al. Bone Marrow Transplantation 2012;47:906–923. doi:10.1038/bmt.2012.66; [3] Gratwohl A., et al. Bone Marrow Transplantation. 2009;43:275-291. doi:10.1038/bmt.2009.7; [4] Gratwohl A, et al. Blood. 2002;100(7):2374-86. doi: 10.1182/blood-2002-03-0675; [5] Market research; [6] Coppell JA, et al. Biol Blood Marrow Transplant. 2010;16(2):157-68; [7]Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.
VOD = Veno-Occlusive Disease, EU = European Union

Commercial Platform Provides Global Reach

Direct scalable presence in the U.S., Canada and 10 EU countries

- Approximately 180 sales representatives in the United States
- Significant reach in 4 major EU markets (UK, Germany, France and Netherlands)
  - Current infrastructure includes 40 sales representatives
  - Expect to expand post-acquisition of Gentium



Indirect distribution presence extends our international reach to over 80 countries

- Strong relationships with distributors
- Agreements can easily accommodate additional products

Commercial Portfolio

SLEEP	HEMATOLOGY/ ONCOLOGY	PAIN	PSYCHIATRY
XYREM® (sodium oxybate) oral solution CIII	Erwinaze® asparaginase Erwinia chrysanthemi Erwinase® CRISANTASPASE Defitelio™[1] (defibrotide)	PRIALT® ZICONOTIDE INTRATHECAL INFUSION	FazaClo® (clozapine, USP) Orally Disintegrating Tablets Versacloz™ (clozapine, USP) Oral Suspension 50 mg/mL

[1] Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.

Key Franchises

SLEEP	HEMATOLOGY/ ONCOLOGY	PAIN	PSYCHIATRY
XYREM® (sodium oxybate) oral solution CIII	Erwinaze® asparaginase Erwinia chrysanthemi	PRIALT® ZICONOTIDE INTRATHECAL INFUSION	FazaClo® (clozapine, USP) Orally Disintegrating Tablets
ADX-N05	Erwinase® CRISANTASPASE		Versacloz™ (clozapine, USP) Oral Suspension 50 mg/mL
JZP-386	Defitelio™[1] (defibrotide)		
	Asparec™		
	Leukotac™		

[1] Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.

Clinical Development Pipeline

NAME	INDICATION	PRECLINICAL	PHASE I	PHASE II	PHASE III
SLEEP					
ADX-N05	EDS—Narcolepsy				
ADX-N05	EDS—OSA			*Phase 3 Planned*	
JZP-386	Narcolepsy				
HEMATOLOGY/ONCOLOGY					
Erwinaze[1]	ALL—IV Admin				
Defibrotide[2]	Prevention of VOD				
Leukotac	Steroid Refractory aGvHD				
Erwinaze	ALL in AYA population				
Asparec	ALL				

[1] IV label amendment submitted to FDA in 4Q13; plan to resubmit as sBLA in 1Q14

[2] Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.

EDS = Excessive Daytime Sleepiness, OSA = Obstructive Sleep Apnea, ALL = Acute Lymphoblastic Leukemia, IV = Intravenous, VOD = Veno-occlusive Disease, aGvHD = Acute Graft vs. Host Disease, AYA = Adolescents and Young Adults

2014 Goals

REVENUES	**Exceed $1 billion** **Xyrem**: volume growth rate in low double digits **Defitelio**[1]: EU launch for severe VOD **Versacloz**: U.S. launch for treatment-resistant schizophrenia
CLINICAL DEVELOPMENT	**ADX-N05**: Initiate start-up activities for Phase 3 studies (EDS in narcolepsy, EDS in OSA) **JZP-386**: FPI in Phase 1 EU trial, complete enrollment and initial data; file U.S. IND **Erwinaze**: FPI for ALL AYA population **Asparec**: FPI Phase 2/3 trial in pediatric ALL **Defibrotide**[1]**:** Finalize U.S. NDA filing strategy for severe VOD and assess potential development of additional indications
CORPORATE DEVELOPMENT	**Gentium**: Close acquisition and integrate **Continue activities**, acquire additional marketed or close to market product(s)
INTELLECTUAL PROPERTY	Continue to invest to **enhance and protect**
ADJUSTED NET INCOME	**Continue to grow**

[1] Product owned by Gentium. Jazz Pharmaceuticals expects to close the acquisition of Gentium in 1Q14.
EU = European Union, FPI = First Patient In, VOD = Veno-occlusive Disease, ALL = Acute Lymphoblastic Leukemia, AYA = Adolescent and Young Adult, EDS = Excessive Daytime Sleepiness, OSA = Obstructive Sleep Apnea

Investment Considerations

UNIQUE PRODUCTS

EXPANSION POTENTIAL

ATTRACTIVE PIPELINE

STRONG FINANCIALS

EFFICIENT STRUCTURE

GOOD TRACK RECORD

Jazz Pharmaceuticals®

Thank You

Please join us for a breakout session in the Olympic Room

Additional Information

Additional Information and Where to Find It

The statement in this presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the outstanding shares of Gentium S.p.A. (including those shares represented by American Depositary Shares). Jazz Pharmaceuticals plc and its acquisition subsidiary have filed with the U.S. Securities and Exchange Commission (the "SEC") a tender offer statement on Schedule TO, and Gentium has filed a Solicitation/Recommendation Statement on Schedule 14D-9, all with respect to the Offer (as defined in those documents). Holders of shares of Gentium are urged to carefully read the relevant tender offer materials (including the Offer to Purchase, the related Letter of Transmittal and the other tender offer documents) and the Solicitation/Recommendation Statement because they contain important information that such holders should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and the other tender offer documents, as well as the Solicitation/Recommendation Statement, are available to all holders of shares of Gentium at no expense to them. Investors and security holders may obtain free copies of these documents and other related documents filed with the SEC at the SEC's web site at www.sec.gov or by (i) directing a request to Jazz Pharmaceuticals plc, c/o Jazz Pharmaceuticals, Inc., 3180 Porter Drive, Palo Alto, California 94304, U.S.A., Attention: Investor Relations, (ii) calling +353 1 634 7892 (Ireland) or +1 650 496 2800 (U.S.) or (iii) sending an email to investorinfo@jazzpharma.com. Investors and security holders may also obtain free copies of the documents filed with the SEC on Jazz Pharmaceuticals' website at www.jazzpharmaceuticals.com under the heading "Investors" and then under the heading "SEC Filings."

In addition to the Offer to Purchase, the related Letter of Transmittal and the other tender offer documents, as well as the Solicitation/Recommendation Statement, Jazz Pharmaceuticals and Gentium file annual, quarterly (except in the case of Gentium) and special reports and other information with the SEC. You may read and copy any reports or other information filed by Jazz Pharmaceuticals or Gentium at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Jazz Pharmaceuticals' and Gentium's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

Non-GAAP Financial Measures

To supplement Jazz Pharmaceuticals' financial results and guidance presented in accordance with U.S. generally accepted accounting principles ("GAAP"), the company uses certain non-GAAP (also referred to as "adjusted" or "non-GAAP adjusted") financial measures in this presentation and the accompanying tables. The company believes that each of these non-GAAP financial measures is helpful in understanding its past financial performance and potential future results, particularly in light of the effect of various acquisition and divestiture transactions effected by the company. They are not meant to be considered in isolation or as a substitute for comparable GAAP reported measures, and should be read in conjunction with the consolidated financial statements prepared in accordance with GAAP. Jazz Pharmaceuticals' management regularly uses these supplemental non-GAAP financial measures internally to understand, manage and evaluate its business and make operating decisions. Compensation of executives is based in part on the performance of the company's business based on certain of these non-GAAP financial measures. In addition, Jazz Pharmaceuticals believes that the use of these non-GAAP financial measures is useful to investors because it enhances the ability of investors to compare its results from period to period and allows for greater transparency with respect to key financial metrics the company uses in making operating decisions, and also because the company's investors and analysts regularly use them to model and track the company's financial performance.

Investors should note that these non-GAAP financial measures are not prepared under any comprehensive set of accounting rules or principles and do not reflect all of the amounts associated with the company's results of operations as determined in accordance with GAAP. Investors should also note that these non-GAAP financial measures have no standardized meaning prescribed by GAAP and, therefore, have limits in their usefulness to investors. In addition, from time to time in the future there may be other items that the company may exclude for purposes of its non-GAAP financial measures; likewise, the company may in the future cease to exclude items that it has historically excluded for purposes of its non-GAAP financial measures. Because of the non-standardized definitions, the non-GAAP financial measures as used by Jazz Pharmaceuticals in this presentation and the accompanying tables may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures used by the company's competitors and other companies.

As used in this presentation, (i) the historical adjusted net income measures exclude from GAAP income from continuing operations, as applicable, amortization of intangible assets, share-based compensation expense, acquisition accounting inventory fair value step-up adjustments, transaction and integration costs, restructuring charges, loss on extinguishment of debt, other non-cash expense and valuation allowance release, and adjust the income tax provision to the estimated amount of taxes payable in cash; and (ii) the adjusted net income guidance measures exclude from estimated GAAP net income amortization of intangible assets and depreciation expense, share-based compensation expense, acquisition accounting inventory fair value step-up adjustments, transaction, integration and restructuring costs, change in fair value of contingent consideration, upfront license fees, loss on extinguishment and modification of debt and other non-cash expense, and adjust the income tax provision to the estimated amount of taxes that are payable in cash. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP measures can be found in the accompanying tables that follow.

Reconciliation of GAAP Reported Income from Continuing Operations to Non-GAAP Adjusted Net Income in 2010-2012

(In millions, except per share amounts) (Unaudited)	2010	2011	2012
GAAP reported income from continuing operations	$33	$125	$261
Intangible asset amortization	8	7	65
Share-based compensation expense	8	21	23
Acquisition accounting inventory fair value step-up	-	-	17
Transaction and integration costs	-	11	19
Restructuring charges	-	-	3
Loss on extinguishment of debt	12	1	-
Other non-cash expense (income)	-	(1)	3
Valuation allowance release	-	-	(104)
Income tax adjustments	-	-	4
Non-GAAP adjusted net income	$61	$165	$290
GAAP reported income from continuing operations per diluted share	$0.83	$2.67	$4.34
Non-GAAP adjusted net income per diluted share	$1.55	$3.52	$4.82
Shares used in computing GAAP reported income from continuing operations and non-GAAP adjusted net income per diluted share amounts	39	47	60

Note: Amounts may not total due to rounding.

Reconciliation of GAAP to Non-GAAP Adjusted 2013 Financial Guidance

(In millions, except per share amounts) (Unaudited)	2013G[1]
GAAP net income	$223 - $233
Intangible asset amortization and depreciation	81
Share-based compensation expense	45
Acquisition accounting inventory fair value step-up	4
Transaction, integration and restructuring costs	3
Change in fair value of contingent consideration	15
Upfront license fees	5
Loss on extinguishment and modification of debt	4
Other non-cash expense	5
Income tax adjustments	(2) – 2
Non-GAAP adjusted net income	$387 - $393
GAAP net income per diluted share	$3.63 - $3.79
Non-GAAP adjusted net income per diluted share	$6.30 - $6.40
Shares used in computing GAAP net income and non-GAAP adjusted net income per diluted share amounts	61

[1] G=Guidance. Guidance provided by Jazz Pharmaceuticals plc on and as of November 5, 2013. Jazz Pharmaceuticals plc is not confirming or updating that guidance, and actual results may differ.

Xyrem Patents

Patent Type	Number	Issue Date	Expiration Date
Distribution system*	8,589,182	11/19/2013	12/17/2022
Process	8,461,203	6/11/2013	12/22/2019
Distribution system*	8,457,988	6/4/2013	6/16/2024
Method of use*	8,324,275	12/4/2012	12/22/2019
Composition and method of use*	8,263,650	9/11/2012	12/22/2019
Distribution system*	7,895,059	2/23/2011	12/17/2022
Method of use*	7,851,506	12/14/2010	12/22/2019
Distribution system	7,797,171	9/14/2010	6/16/2024
Distribution system*	7,765,106	7/27/2010	6/16/2024
Distribution system*	7,765,107	7/27/2010	6/16/2024
Distribution system*	7,668,730	2/23/2010	6/16/2024
Formulation*	7,262,219	8/28/2007	7/4/2020
Formulation*	6,780,889	8/24/2004	7/4/2020
Process	6,472,431	10/29/2002	12/22/2019

* Listed in FDA Orange Book

Xyrem (sodium oxybate) Boxed Warning

WARNING: CENTRAL NERVOUS SYSTEM DEPRESSION and MISUSE AND ABUSE

Xyrem (sodium oxybate) is a CNS depressant. In clinical trials at recommended doses obtundation and clinically significant respiratory depression occurred in Xyrem-treated patients. Almost all of the patients who received Xyrem during clinical trials in narcolepsy were receiving central nervous system stimulants [*see Warnings and Precautions (5.1)*].

Xyrem® (sodium oxybate) is the sodium salt of gamma hydroxybutyrate (GHB). Abuse of GHB, either alone or in combination with other CNS depressants, is associated with CNS adverse reactions, including seizure, respiratory depression, decreases in the level of consciousness, coma, and death [*see Warnings and Precautions (5.2)*].

Because of the risks of CNS depression, abuse, and misuse, Xyrem is available only through a restricted distribution program called the Xyrem Success Program®, using a centralized pharmacy. Prescribers and patients must enroll in the program. For further information go to www.XYREM.com or call 1-866-XYREM88® (1-866-997-3688). [*see Warnings and Precautions (5.3)*].

Prialt (ziconotide intrathecal infusion) Boxed Warning

WARNING:

Severe psychiatric symptoms and neurological impairment may occur during treatment with PRIALT. Patients with a pre-existing history of psychosis should not be treated with PRIALT. All patients should be monitored frequently for evidence of cognitive impairment, hallucinations, or changes in mood or consciousness. PRIALT therapy can be interrupted or discontinued abruptly without evidence of withdrawal effects in the event of serious neurological or psychiatric signs or symptoms.

Prialt (ziconotide intrathecal infusion) PI