

**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) February 21, 2024

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 21, 2024, Jazz Pharmaceuticals plc (the “Company”) announced the appointment of Philip Johnson as the Company’s Executive Vice President and Chief Financial Officer, effective as of March 1, 2024. Mr. Johnson will assume the duties and responsibilities of the Company’s principal financial officer from Patricia Carr, the Company’s Senior Vice President and Chief Accounting Officer, who has been serving as the Company’s principal financial officer on an interim basis.

Previously, Mr. Johnson, age 59, served as the Group Vice President of Finance, Treasurer, at Eli Lilly and Company, Inc., an international biotechnology company, from January 2018 to March 2024. Prior to that, Mr. Johnson served in various roles in the finance organization. Mr. Johnson holds a B.S. in Finance from the University of Illinois and a Master of Management from the Kellogg School of Management at Northwestern University.

Under the terms of the employment offer letter, Mr. Johnson’s annual base salary will initially be \$700,000, and he will be a participant in the Company’s benefit and compensatory plans available to all similarly-situated employees, including the Company’s 2011 Equity Incentive Plan (the “2011 EIP”), the Company’s annual performance bonus plan (the “Bonus Plan”) and the Company’s Amended and Restated Executive Change in Control and Severance Benefit Plan (the “Severance Plan”). Mr. Johnson’s target bonus under the Bonus Plan will initially be 65% of his annual base salary. Mr. Johnson will also be paid a signing bonus of \$150,000.

In connection with his appointment as the Company’s Chief Financial Officer, Mr. Johnson will be granted a new hire equity grant of Jazz Ordinary Shares (the “New Hire Grant”) with an approximate grant date value of \$4,000,000, consisting of an equal mix of restricted stock units and performance stock units. The restricted stock units will vest in four equal annual installments on the anniversary of the applicable commencement date, and the performance stock units will vest based on the achievement of performance conditions previously established by the Board in the first quarter of 2024. For descriptions of the 2011 EIP, the Bonus Plan and the Severance Plan, see “Executive Compensation” under Part III, Item 11 in Amendment No. 1 to the Company’s Annual Report on Form 10-K/A, filed with the U.S. Securities and Exchange Commission on May 1, 2023.

The foregoing is only a brief description of the above-specified compensatory arrangements, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the Offer Letter that will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, as well as the 2011 EIP, the forms of award agreements thereunder and the Severance Plan that were previously filed as exhibits to the Company’s reports with the U.S. Securities and Exchange Commission.

Item 7.01. Regulation FD

On February 21, 2024, the Company issued a press release announcing the appointment of Philip Johnson as Executive Vice President and Chief Financial Officer. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information furnished in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits

99.1 [Press Release of Jazz Pharmaceuticals plc, dated February 21, 2024.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

By: /s/ Neena Patil
Name: Neena Patil
Title: Executive Vice President and Chief Legal Officer

Date: February 21, 2024

Jazz Pharmaceuticals Appoints Philip Johnson as Chief Financial Officer*Mr. Johnson Brings Over 35 Years of Financial and Operating Experience to Leadership Team*

DUBLIN, February 21, 2024 – Jazz Pharmaceuticals plc (Nasdaq: JAZZ) (“Jazz” or the “Company”) today announced that Philip Johnson has been appointed Executive Vice President and Chief Financial Officer, effective March 1, 2024. Mr. Johnson succeeds Renée Galá, who was promoted to President and Chief Operating Officer in October 2023.

Mr. Johnson joins Jazz Pharmaceuticals with over 35 years of financial experience, most recently leading Eli Lilly and Company’s treasury and investor relations operations as Group Vice President of Finance. In his new role, Mr. Johnson will oversee financial reporting, accounting, tax, treasury, risk management, financial planning and analysis, information services and facilities. He will also oversee the Company’s investor relations and corporate development functions.

“Phil’s deep financial acumen, strategic mindset and proven leadership abilities are an ideal fit for Jazz. Phil’s appointment follows a comprehensive search process to identify the right financial leader as we continue to execute against our strategy to grow and diversify our global business,” said Bruce Cozadd, Chairman and Chief Executive Officer of Jazz Pharmaceuticals. “I am thrilled to welcome Phil to Jazz and look forward to working closely with him to deliver enhanced shareholder value.”

“Jazz is a highly respected company with a strong financial foundation and significant opportunities for growth and value creation. It is exciting to join an innovative and science-driven organization deeply committed to addressing the unmet needs of patients who may have limited treatment options,” said Phil Johnson. “I am thrilled to bring my cross-functional expertise to my new role and build upon the team’s momentum to continue to grow and diversify Jazz’s global business.”

About Philip Johnson

Mr. Johnson has over 35 years of financial experience, most recently spending nearly three decades at Eli Lilly and Company where he held several senior leadership positions around the world in the Finance organization. In his last position, Phil served as Lilly’s Group Vice President of Finance, where he led the Company’s treasury and investor relations operations. In this role, he was also responsible for financial and negotiation support for Lilly’s business development activities and driving Lilly’s efforts with the financial community to drive positive social and economic change for underrepresented groups. Phil previously spent over 10 years as Lilly’s Senior Vice President of Investor Relations, where he worked in close collaboration with the CEO and CFO to build deep relationships with the investment community. Prior to his tenure at Lilly, he was a consultant at McKinsey & Company and worked in a variety of finance roles at other firms, primarily in mergers and acquisitions. Phil currently serves on several Boards and Committees, including the Indiana Chamber of Commerce and the Indianapolis Urban League. He also serves on the Board of Directors of Equity 1821, Lynx Capital and AMR Action Fund and is an Advisory Committee member for Jumpstart Nova and Sixty8 Capital. Phil holds a Bachelor of Science in Finance from the University of Illinois and a Master of Management from the Kellogg School of Management at Northwestern University.

About Jazz Pharmaceuticals plc

Jazz Pharmaceuticals plc (NASDAQ: JAZZ) is a global biopharmaceutical company whose purpose is to innovate to transform the lives of patients and their families. We are dedicated to developing life-changing medicines for people with serious diseases—often with limited or no therapeutic options. We have a diverse portfolio of marketed medicines and novel product candidates, from early- to late-stage development, in neuroscience and oncology. Within these therapeutic areas, we are identifying new options for patients by actively exploring small molecules and biologics, and through innovative delivery technologies and cannabinoid science. Jazz is headquartered in Dublin, Ireland and has employees around the globe, serving patients in nearly 75 countries. Please visit www.jazzpharmaceuticals.com for more information.

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