
**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 Number)

**Fifth Floor, Waterloo Exchange,
Waterloo Road, Dublin 4, Ireland
011-353-1-634-7800**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jazz Pharmaceuticals plc 2011 Equity Incentive Plan
Jazz Pharmaceuticals plc 2007 Employee Stock
Purchase Plan**
(Full titles of the plans)

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)

Copy to:
Chadwick L. Mills, Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111-5800
(415) 693-2000

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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 to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Ordinary shares, nominal value \$0.0001 per share				
2011 Equity Incentive Plan	2,587,659 (2)	\$126.97	\$328,555,063.23	\$39,820.87
2007 Employee Stock Purchase Plan	862,553 (2)	\$126.97	\$109,518,354.41	\$13,273.62
TOTAL	3,450,212		\$438,073,417.64	\$53,094.50

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional ordinary shares of the Registrant, nominal value \$0.0001 per share (“Ordinary Shares”), that become issuable under the plans set forth herein 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.
- (2) Represents additional Ordinary Shares reserved for issuance on January 1, 2019 under the Registrant’s 2011 Equity Incentive Plan, as amended and restated (the “2011 Equity Incentive Plan”), and additional Ordinary Shares reserved for future grant on January 1, 2019 under the Registrant’s 2007 Employee Stock Purchase Plan, as amended and restated (the “2007 ESPP”). Ordinary Shares issuable under the 2011 Equity Incentive Plan were previously registered on registration statements on Form S-8 filed by the Registrant with the U.S. Securities and Exchange Commission (the “Commission”) on January 18, 2012 (File No. 333-179075), February 27, 2013 (File No. 333-186886), February 26, 2014 (File No. 333-194131), February 24, 2015 (File No. 333-202269), February 26, 2016 (File No. 333-209767), February 28, 2017 (File No. 333-216338) and May 9, 2018 (File No. 333-224757). Ordinary Shares reserved for future grant under the 2007 ESPP were previously registered on registration statements on Form S-8 filed by the Registrant with the Commission on January 18, 2012 (File No. 333-179075) and May 9, 2018 (File No. 333-224757).
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Ordinary Shares as reported on The Nasdaq Global Select Market on February 20, 2019.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Jazz Pharmaceuticals plc (the “Registrant”) for the purpose of registering (i) an additional 2,587,659 ordinary shares of the Registrant, nominal value \$0.0001 per share (“Ordinary Shares”), to be issued pursuant to the Registrant’s 2011 Equity Incentive Plan, as amended and restated (the “2011 Equity Incentive Plan”), pursuant to an annual increase provision in the 2011 Equity Incentive Plan and (ii) an additional 862,553 Ordinary Shares of the Registrant to be issued pursuant to the Registrant’s 2007 Employee Stock Purchase Plan, as amended and restated (the “2007 ESPP”), pursuant to an annual increase provision in the 2007 ESPP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the U.S. Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 26, 2019;
- the Registrant’s Current Report on Form 8-K filed with the Commission on January 16, 2019;
- the Registrant’s Current Report on Form 8-K filed with the Commission on February 12, 2019;
- the Registrant’s Current Report on Form 8-K filed with the Commission on February 14, 2019; and
- 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).

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, 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.

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, any director or 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 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) 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 an executive, 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 unindemnified 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
Number**

Description of Document

- | | |
|-----|--|
| 3.1 | <u>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 SEC on August 9, 2016).</u> |
| 4.1 | <u>Reference is made to Exhibit 3.1.</u> |
| 4.2 | <u>Indenture, dated as of August 13, 2014, by and among Jazz Pharmaceuticals plc, Jazz Investments I Limited and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.1 in Jazz Pharmaceuticals plc's Current Report on Form 8-K (File No. 001-33500), as filed with the SEC on August 13, 2014).</u> |
| 4.3 | <u>Form of 1.875% Exchangeable Senior Note due 2021 (incorporated herein by reference to Exhibit 4.1 in Jazz Pharmaceuticals plc's Current Report on Form 8-K (File No. 001-33500), as filed with the SEC on August 13, 2014).</u> |
| 4.4 | <u>Indenture, dated as of August 23, 2017, among Jazz Pharmaceuticals Public Limited Company, Jazz Investments I Limited and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.1 in Jazz Pharmaceuticals plc's Current Report on Form 8-K (File No. 001-033500), as filed with the SEC on August 23, 2017).</u> |

<u>Exhibit Number</u>	<u>Description of Document</u>
4.5	<u>Form of 1.50% Exchangeable Senior Note due 2024 (incorporated herein by reference to Exhibit 4.1 in Jazz Pharmaceuticals plc's Current Report on Form 8-K (File No. 001-033500), as filed with the SEC on August 23, 2017)</u>
5.1	<u>Opinion of Arthur Cox.</u>
23.1	<u>Consent of Arthur Cox (included in Exhibit 5.1).</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1	<u>Power of Attorney (included in the signature page hereto).</u>
99.1	<u>Jazz Pharmaceuticals plc 2011 Equity Incentive Plan, as amended and restated (incorporated herein by reference to Exhibit 10.2 in the Registrant's Quarterly Report on Form 10-Q (File No. 001-33500), as filed with the Commission on November 8, 2016).</u>
99.2	<u>Jazz Pharmaceuticals plc 2007 Employee Stock Purchase Plan, as amended and restated (incorporated herein by reference to Exhibit 10.31A in the Registrant's Annual Report on Form 10-K (File No. 001-33500), as filed with the Commission on February 26, 2013).</u>

Item 9. Undertakings.

1. The undersigned Registrant hereby undertakes:

- (a) 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 of 1933;
 - (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;
 - (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)(i) and (a)(ii) 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 Securities Exchange Act of 1934 that are incorporated by reference herein.

- (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) 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.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 of 1933 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 February 26, 2019.

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

By: /s/ Bruce C. Cozadd

Bruce C. Cozadd
Chairman, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bruce C. Cozadd, Matthew P. Young, Suzanne Sawochka Hooper and Karen J. Wilson, 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 U.S. Securities and Exchange Commission, and generally to do all such things in his or her name and behalf in their capacities as officers and directors to enable Jazz Pharmaceuticals plc to comply with the provisions of the Securities Act of 1933 and all requirements of the U.S. Securities and Exchange 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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</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>	February 26, 2019
<u>/s/ Matthew P. Young</u> Matthew P. Young	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	February 26, 2019
<u>/s/ Karen J. Wilson</u> Karen J. Wilson	Senior Vice President, Finance <i>(Principal Accounting Officer)</i>	February 26, 2019
<u>/s/ Paul L. Berns</u> Paul L. Berns	Director	February 26, 2019
<u>/s/ Patrick G. Enright</u> Patrick G. Enright	Director	February 26, 2019
<u>/s/ Peter Gray</u> Peter Gray	Director	February 26, 2019
<u>/s/ Heather Ann McSharry</u> Heather Ann McSharry	Director	February 26, 2019
<u>/s/ Seamus C. Mulligan</u> Seamus C. Mulligan	Director	February 26, 2019
<u>/s/ Kenneth W. O'Keefe</u> Kenneth W. O'Keefe	Director	February 26, 2019

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anne O’Riordan</u> Anne O’Riordan	Director	February 26, 2019
<u>/s/ Norbert G. Riedel, Ph.D</u> Norbert G. Riedel, Ph.D.	Director	February 26, 2019
<u>/s/ Elmar Schnee</u> Elmar Schnee	Director	February 26, 2019
<u>/s/ Catherine A. Sohn</u> Catherine A. Sohn	Director	February 26, 2019
<u>/s/ Rick E Winningham</u> Rick E Winningham	Director	February 26, 2019

26 February 2019

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 2,587,659 ordinary shares with nominal value US\$0.0001 of the Company (the “**2011 Plan Shares**”) that may be delivered pursuant to the Company’s Amended and Restated 2011 Equity Incentive Plan (the “**2011 Plan**”) and 862,553 ordinary shares with nominal value US\$0.0001 of the Company (the “**2007 Plan Shares**”) and together with the 2011 Plan Shares, the “**Shares**”) that may be delivered pursuant to the 2007 Employee Stock Purchase Plan (the “**2007 Plan**”) and together with the 2011 Plan, the “**Plans**”).
- 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 Irish Registrar of Companies in Dublin 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, 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 searches at the Companies Registration Office, Dublin, 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,

/s/ Arthur Cox
ARTHUR COX

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 resolutions of the board of directors of the Company regarding the adoption and assumption by the Company of the 2007 Plan dated 21 December 2011;
4. A copy of the resolution of the shareholders of the Company dated 3 January 2012 approving the adoption and assumption by the Company of the 2007 Plan;
5. A copy of the resolutions of the board of directors of the Company regarding the adoption and assumption by the Company of the 2011 Plan dated 13 January 2012 and the amendment and restatement of the Plan dated 5 May 2016;
6. A copy of the resolution of the shareholders of the Company dated 4 August 2016 approving the amendment and restatement of the 2011 Plan;
7. 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;
8. A copy of the certificate from an authorised officer of the Company in relation to the share capital of the Company dated 26 February 2019;
9. A copy of the Certificate of Incorporation of the Company dated and executed 16 March 2005; and
10. Letter of Status from the Irish Companies Registration Office dated 26 February 2019.

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
February 26, 2019