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

FORM 8-K

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

Date of Report (Date of earliest event reported):
December 19, 2013

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland	**001-33500**	**98-1032470**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

Fourth Floor, Connaught House,
One Burlington Road, Dublin 4, Ireland
011-353-1-634-7800
(Address of principal executive offices, including zip code)

Not Applicable
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

Tender Offer Agreement

On December 19, 2013, Jazz Pharmaceuticals Public Limited Company ("Jazz Pharmaceuticals"), Jazz Pharmaceuticals Italy S.r.l., an Italian *società a responsabilità limitata* ("Purchaser") and a wholly-owned subsidiary of Jazz Pharmaceuticals, and Gentium S.p.A., a *società per azioni* incorporated in Italy ("Gentium"), entered into a Tender Offer Agreement (the "Tender Offer Agreement"). The Tender Offer Agreement provides that, upon the terms and subject to the conditions set forth in the Tender Offer Agreement, Purchaser would commence a tender offer (the "Offer") to purchase all outstanding ordinary shares of Gentium, no par value per share ("Ordinary Shares"), and all outstanding American Depositary Shares ("ADSs" and, together with the Ordinary Shares, the "Company Shares"), each representing one Ordinary Share and evidenced by an American Depositary Receipt, at a purchase price of $57.00 per Company Share, net to the seller in cash, without interest thereon, less any required withholding taxes.

The obligation of Purchaser to accept for payment Company Shares validly tendered (and not withdrawn) pursuant to the Offer is subject to a number of conditions set forth in the Tender Offer Agreement, including, among other things (i) at least 66 2/3% of the fully diluted number of Company Shares having been validly tendered (and not withdrawn), with the option, at Jazz Pharmaceuticals' discretion, to lower the minimum tender condition to a majority of the outstanding Company Shares, and (ii) the other conditions set forth in Annex I to the Tender Offer Agreement having been satisfied. The Offer is not subject to a financing condition.

The Tender Offer Agreement contains customary representations and warranties regarding Gentium and Jazz Pharmaceuticals and covenants of the parties, including, among other things, a restriction on the ability of Gentium to solicit third party proposals relating to alternative acquisition transactions or to provide information or enter into discussions in connection with alternative acquisition transactions, subject to certain limited exceptions to permit Gentium's board of directors to comply with its fiduciary duties. The Tender Offer Agreement also contains customary termination rights for each of Jazz Pharmaceuticals and Gentium, including Gentium's right to terminate the Tender Offer Agreement in order to enter into a definitive agreement contemplating an alternative acquisition transaction that the Gentium board of directors determines to be superior to the Offer (subject to Jazz Pharmaceuticals' right to match any such superior offer). In addition, if the Tender Offer Agreement is terminated under certain circumstances, including if Gentium accepts a superior offer, Gentium would be required to pay Jazz Pharmaceuticals a termination fee of approximately $25.3 million. An alternative termination fee of approximately $10.1 million would be payable by Gentium if the Tender Offer Agreement is terminated under certain other circumstances, including if the board of directors of Gentium changes its recommendation in favor of the Offer, with an additional fee of approximately $15.2 million payable if Gentium thereafter enters into or consummates an alternative acquisition transaction, subject to certain exceptions, within one year following the termination of the Tender Offer Agreement.

Any Company Shares that are not tendered in the Offer will remain outstanding after the closing of the Offer. Following the closing of the Offer, Jazz Pharmaceuticals intends to cause Gentium to seek to delist the ADSs from The NASDAQ Stock Market and to cause Gentium to terminate the deposit agreement relating to the ADSs. It is expected that there will not be an active trading market for outstanding ADSs following completion of the Offer and the delisting.

The foregoing description of the Offer and the Tender Offer Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to the Tender Offer Agreement, a copy of which is expected to be filed by amendment to this current report on Form 8-K. A copy of the Tender Offer Agreement will be filed to provide investors with information regarding its terms. It is not intended to provide any other factual information about Jazz Pharmaceuticals or Gentium. In particular, the assertions embodied in the representations and warranties contained in the Tender Offer Agreement are qualified by information in a confidential disclosure schedule provided by Gentium to Jazz Pharmaceuticals in connection with the signing of the Tender Offer Agreement. This confidential disclosure schedule contains information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the Tender Offer Agreement. Moreover, certain representations and warranties in the Tender Offer Agreement were used for the purpose of allocating risk between Jazz Pharmaceuticals and Gentium rather than establishing matters as facts. Accordingly, investors should not rely on the representations and warranties in the Tender Offer Agreement as characterizations of the actual state of facts about Jazz Pharmaceuticals or Gentium.

Debt Commitment Letter

In connection with the Tender Offer Agreement, Jazz Pharmaceuticals entered into a commitment letter (the "Debt Commitment Letter") with Barclays Bank PLC ("Barclays") on December 19, 2013, pursuant to which Barclays has committed to provide $500.0 million of incremental term loans under its existing senior secured credit facility. The commitment to provide the incremental term loans is subject to certain conditions, including the negotiation of definitive documentation for the incremental term loans, borrowing conditions under the existing senior secured credit facility and other customary closing conditions consistent with the Tender Offer Agreement. The funding of the incremental term loans is not a condition to the obligations of Jazz Pharmaceuticals under the terms of the Tender Offer Agreement. Jazz Pharmaceuticals will pay customary fees and expenses in connection with obtaining the Debt Commitment Letter and the incremental term loans and has agreed to indemnify the lenders if certain losses are incurred by the lenders in connection therewith.

The foregoing summary of certain terms of the Debt Commitment Letter does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Debt Commitment Letter, a copy of which is expected to be filed as an exhibit to Jazz Pharmaceuticals' Annual Report on Form 10-K for the year ending December 31, 2013.

Item 7.01. Regulation FD Disclosure.

On December 19, 2013, Jazz Pharmaceuticals and Gentium issued a joint press release announcing that they have entered into the Tender Offer Agreement. A copy of the joint press release of Jazz Pharmaceuticals and Gentium announcing the execution of the Tender Offer Agreement is included here as Exhibit 99.1 and is incorporated herein by reference.

Jazz Pharmaceuticals will hold an investor call and live audio webcast today at 5:00 pm Eastern Standard Time, 10:00 pm Greenwich Mean Time. A copy of the investor slide deck is included here as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, including the exhibit, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Jazz Pharmaceuticals under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Joint Press Release of Jazz Pharmaceuticals and Gentium issued on December 19, 2013
99.2	Jazz Pharmaceuticals investor presentation first made available on December 19, 2013

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

This Current Report on Form 8-K contains forward-looking statements, including, but not limited to, statements related to the anticipated consummation of the tender offer for Gentium shares and the timing and benefits thereof, the expected financing for the tender offer, 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 related to Jazz Pharmaceuticals' ability to complete the tender offer on the proposed terms and schedule, including risks and uncertainties related to the satisfaction of closing conditions, as well as risks and uncertainties related to the satisfaction of the conditions related to the funding of the facility as contemplated by the Debt Commitment Letter. There can be no assurance that Jazz Pharmaceuticals will be able to complete the transactions contemplated by the Tender Offer Agreement or the Debt Commitment Letter on the anticipated terms, or at all. Additional risks and uncertainties relating to Jazz Pharmaceuticals and its business can be found under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals plc's SEC filings and reports (Commission File No. 001-33500), including in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the SEC. Jazz Pharmaceuticals undertakes no duty or obligation to update any forward-looking statements contained in this Current Report on Form 8-K as a result of new information, future events or changes in its expectations.

Additional Information and Where to Find It

The tender offer for the outstanding shares of Gentium (including those shares represented by American Depositary Shares) referenced in this press release has not yet commenced. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Gentium, nor is it a substitute for the tender offer materials that Jazz Pharmaceuticals and its acquisition subsidiary will file with the U.S. Securities and Exchange Commission (the "SEC") upon commencement of the tender offer. At the time the tender offer is commenced, Jazz Pharmaceuticals and its acquisition subsidiary will file tender offer materials on Schedule TO, and Gentium will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Gentium are urged to read these documents when they become available because they will contain important information that holders of Gentium securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Gentium at no expense to them. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at http://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 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 certain 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 Commission 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 http://www.sec.gov.

SIGNATURE

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

Date: December 19, 2013

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

EXHIBIT INDEX

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Exhibit 99.1

JAZZ PHARMACEUTICALS AND GENTIUM S.p.A. ANNOUNCE AGREEMENT FOR JAZZ PHARMACEUTICALS TO ACQUIRE GENTIUM FOR $57.00 PER SHARE

Transaction would add a significant growth product in the European Union and Rest of World markets, Defitelio™ (defibrotide), a treatment for severe hepatic veno-occlusive disease in adults and children undergoing hematopoietic stem cell transplantation

Defitelio is highly complementary to Jazz Pharmaceuticals' experience in and focus on orphan diseases in the area of hematology/oncology

Transaction expected to be immediately accretive to Jazz Pharmaceuticals' adjusted earnings per share

Investor conference call to be held today, December 19, 2013 at 5:00 PM EST (10:00 PM GMT)

DUBLIN, Ireland and VILLA GUARDIA, Italy, December 19, 2013 — Jazz Pharmaceuticals plc (Nasdaq: JAZZ) and Gentium S.p.A. (Nasdaq: GENT) today announced that they have entered into a definitive agreement pursuant to which a subsidiary of Jazz Pharmaceuticals will make a cash tender offer of $57.00 per share for all outstanding Gentium ordinary shares and American Depositary Shares, in a transaction that is valued at approximately $1 billion.

Gentium is a biopharmaceutical company focused on the development and manufacturing of therapies to treat and prevent a variety of rare diseases and conditions that currently have few or no treatment options, including orphan vascular diseases related to cancer treatments. In October 2013, the European Commission granted marketing authorization for Defitelio™ (defibrotide), the company's lead product, for the treatment of severe hepatic veno-occlusive disease (VOD) in adults and children undergoing hematopoietic stem cell transplantation.

"The planned combination of Jazz Pharmaceuticals and Gentium is highly synergistic, as we both are dedicated to bringing highly differentiated therapies to patients who have high unmet medical needs," said Dr. Khalid Islam, chairman of the board of directors and chief executive officer of Gentium. "We believe that Jazz Pharmaceuticals' commercial and clinical expertise, and existing multi-national infrastructure, will help realize the value of Defitelio to patients, as the first treatment approved in the European Union (EU) for the treatment of severe hepatic VOD. After thoroughly evaluating our strategic options, our board of directors has determined that this all-cash transaction is in the best interest of our shareholders and employees."

“Incorporating Gentium into Jazz Pharmaceuticals is a strong strategic fit as Defitelio would diversify our development and commercial portfolio and complement our clinical experience in hematology/oncology and our expertise in reaching targeted physicians who treat serious medical conditions,” said Bruce Cozadd, chairman and chief executive officer of Jazz Pharmaceuticals. “Because Defitelio is already approved in the EU, the acquisition would add a new orphan product that has potential for short- and long-term revenue generation, high growth and expansion of our multi-national commercial platform.”

This transaction has been approved by the Jazz Pharmaceuticals and Gentium boards of directors. Jazz Pharmaceuticals has entered into support agreements with certain shareholders of Gentium, including members of the board of directors and management team of Gentium, pursuant to which each of these shareholders has agreed to tender the Gentium ordinary shares and American Depositary Shares owned of record or beneficially by such shareholder, which in the aggregate represent approximately 15 percent of the outstanding Gentium ordinary shares and American Depositary Shares as of the date of the agreements.

Transaction Closing

The transaction is structured as an all cash tender offer by a subsidiary of Jazz Pharmaceuticals for all of the outstanding ordinary shares of Gentium and American Depositary Shares representing ordinary shares of Gentium. The closing of the tender offer is conditioned upon at least 66.67 percent of the fully diluted number of ordinary shares and American Depositary Shares of Gentium being tendered in the offer, with an option at Jazz Pharmaceuticals’ discretion to lower the minimum tender condition to a majority of the outstanding ordinary shares and American Depositary Shares, as well as other customary closing conditions. The tender offer is intended to facilitate the acquisition by Jazz Pharmaceuticals of as many ordinary shares and American Depositary Shares as possible, with the expectation that Gentium, following the offer, would cease to be a publicly-traded company. Following the closing of the tender offer, Jazz Pharmaceuticals intends to cause Gentium to seek to delist the American Depositary Shares from Nasdaq and to cause Gentium to terminate the deposit agreement relating to the American Depositary Shares. The transaction is expected to close in the first quarter of 2014.

Financing

Jazz Pharmaceuticals expects to finance the transaction with a combination of cash on hand, the proceeds from an incremental term loan and revolver borrowings under its existing senior secured credit facility. Barclays has provided a binding commitment letter for a $500 million incremental term loan, subject to the satisfaction of customary conditions.

Advisors

Jazz Pharmaceuticals’ financial advisor for the transaction is Barclays, and its primary legal advisors are Weil, Gotshal & Manges LLP, Baker & McKenzie, Cooley LLP, Hogan Lovells and Gattai, Minoli & Partners.

Gentium’s financial advisor for the transaction is Jefferies LLC, and its primary legal advisors are Skadden Arps Slate Meagher & Flom and Gianni, Origoni, Grippo & Capelli Partners.

Conference Call Details

Jazz Pharmaceuticals will host a conference call and live audio webcast today at 5:00 pm EST/10:00 pm GMT to discuss this transaction. Interested parties may access the live audio webcast and slide presentation via the Investors & Media section of the Jazz Pharmaceuticals website at www.jazzpharmaceuticals.com. Please connect to the website prior to the start of the conference call to ensure adequate time for any software downloads that may be necessary to listen to the webcast. A replay of the webcast will be archived on the website for one week.

Audio webcast/conference call:

U.S. Dial-In Number: +1 866 318 8611
Outside the U.S. Dial-In Number: +1 617 399 5130
Passcode: 76331606

A replay of the conference call will be available through December 26, 2013 and accessible through one of the following telephone numbers and entering the passcode:

Replay U.S. Dial-In Number: +1 888 286 8010
Replay Outside the U.S. Dial-In Number: +1 617 801 6888
Passcode: 76786237

About Jazz Pharmaceuticals plc

Jazz Pharmaceuticals plc is a specialty biopharmaceutical company focused on improving patients' lives by identifying, developing and commercializing innovative products that address unmet medical needs. The company has a diverse portfolio of products in the areas of narcolepsy, oncology, pain and psychiatry. The company's U.S. marketed products in these areas include: Xyrem® (sodium oxybate) oral solution, Erwinaze® (asparaginase *Erwinia chrysanthemi*), Prialt® (ziconotide) intrathecal infusion, FazaClo® (clozapine, USP) HD and FazaClo LD. Outside of the U.S., Jazz Pharmaceuticals also has a number of products marketed by its EUSA Pharma division. For further information, see www.jazzpharmaceuticals.com.

About Gentium S.p.A.

Gentium S.p.A., located in Como, Italy, is a biopharmaceutical company focused on the development and manufacturing of drugs to treat and prevent a variety of diseases and conditions, including vascular diseases related to cancer and cancer treatments. Defibrotide, the Company's lead product candidate, has been granted Orphan Drug status by the U.S. Food and Drug Administration (FDA), by the European Medicines Agency, by the Korean Ministry of Food and Drug Safety (MFDS), both to treat and to prevent VOD, by the Commonwealth of Australia-Department of Health for the treatment of VOD and Fast Track Designation by the U.S. FDA to treat VOD. In October 2013, the European Commission granted Marketing Authorization for Defitelio™ (defibrotide) for the treatment of severe VOD in adults and children undergoing hematopoietic stem cell transplantation therapy. In November 2013, the EU granted Orphan Drug Designation for defibrotide for the prevention of Graft versus Host Disease (GvHD). For additional info and to sign up for email alerts, please visit www.gentium.com.

About Defitelio™

Defitelio obtained a Marketing Authorization by the European Commission for the treatment of severe hepatic VOD in hematopoietic stem-cell transplantation (HSCT) therapy. A Phase 3 randomized controlled study of defibrotide in the prevention of hepatic VOD in pediatric HSCT patients has also been completed. Defitelio has generally been well-tolerated; the most frequent adverse reactions observed during the treatment of hepatic VOD in pre-marketing use were hemorrhage, hypotension and coagulopathy.

About VOD

VOD is a potentially life-threatening condition, which typically occurs as a significant complication of stem cell transplantation. Certain high-dose conditioning regimens used as part of stem cell transplantation can damage the lining cells of hepatic blood vessels and result in VOD, a blockage of the small veins in the liver that leads to liver failure and can result in significant dysfunction in other organs such as the kidneys and lungs (so-called severe VOD). Stem cell transplantation is a frequently used treatment modality for hematologic cancers and other conditions in both adults and children.

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

This press release contains forward-looking statements regarding Jazz Pharmaceuticals and Gentium, including, but not limited to, statements related to the anticipated consummation of the tender offer for Gentium ordinary shares and American Depositary Shares and the timing and benefits thereof, the ability of Jazz Pharmaceuticals to realize the value of and achieve short and long-term revenue generation and high growth from Defitelio, and Jazz Pharmaceuticals’ expected financing for the transaction, as well as other statements that are not historical facts. These forward-looking statements are based on each of the companies’ 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 related to Jazz Pharmaceuticals’ ability to complete the tender offer on the proposed terms and schedule, including risks and uncertainties related to the satisfaction of closing conditions and the availability and terms of the financing for the transaction; risks associated with business combination transactions, such as the risk that the acquired business 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, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed transaction; disruption from the proposed acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the proposed transaction and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies; and the possibility that if Jazz Pharmaceuticals does not achieve the perceived benefits of the proposed acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of Jazz Pharmaceuticals’ ordinary shares could decline; and those

other risks detailed under the caption “Risk Factors” and elsewhere in Jazz Pharmaceuticals’ and Gentium’s U.S. Securities and Exchange Commission (“SEC”) filings and reports, including in Jazz Pharmaceuticals’ Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 and Gentium’s Annual Report on Form 20-F for the year ended December 31, 2012, each of which is filed with the SEC, and future filings and reports by either company. Neither Jazz Pharmaceuticals nor Gentium undertakes any duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in its expectations.

Additional Information and Where to Find It

The tender offer for the outstanding shares of Gentium (including those shares represented by American Depositary Shares) referenced in this press release has not yet commenced. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Gentium, nor is it a substitute for the tender offer materials that Jazz Pharmaceuticals and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Jazz Pharmaceuticals and its acquisition subsidiary will file tender offer materials on Schedule TO, and Gentium will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Gentium are urged to read these documents when they become available because they will contain important information that holders of Gentium securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Gentium at no expense to them. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC’s web site at http://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 certain 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 Commission 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.

Contact Information

Jazz Pharmaceuticals plc

Investors, Kathee Littrell, Vice President, Investor Relations, Jazz Pharmaceuticals plc, Ireland, + 353 1 634 7887, or U.S., + 1 650 496 2717; or Media, Laurie Hurley, Vice President, Corporate Affairs, Jazz Pharmaceuticals plc, Ireland, + 353 1 634 7894, U.S., +1 650 496 2796

Gentium S.p.A.

Salvatore Calabrese, SVP Finance, COO/CFO, +39 031 5373 260, scalabrese@gentium.it; or The Trout Group, Chelsea Wheeler, +1 646 378 2941, cwheeler@troutgroup.com

Acquisition of Gentium

Adds Defitelio, an EMA-approved orphan drug

Overview Presentation
December 19, 2013

Jazz Pharmaceuticals
Innovation that performs

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 the anticipated consummation of the tender offer for Gentium S.p.A. ordinary shares and American Depositary Shares and the timing and benefits thereof, Jazz Pharmaceuticals' expected financing for the transaction, the plan to launch Defitelio™ and the timing thereof, the potential to develop Defitelio for approval in other conditions, future commercial opportunities, future financial results, anticipated pipeline opportunities and future regulatory matters as well as other statements that are not historical facts. These forward-looking statements are based on the company's 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 related to Jazz Pharmaceuticals' ability to complete the acquisition on the proposed terms and schedule, including risks and uncertainties related to the satisfaction of closing conditions and the availability and terms of the financing for the transaction; risks associated with business combination transactions, such as the risk that the acquired business 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, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition; disruption from the proposed acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the calculations of, and factors that may impact the calculations of, the acquisition price in connection with the proposed transaction and the allocation of such acquisition price to the net assets acquired in accordance with applicable accounting rules and methodologies; and the possibility that if Jazz Pharmaceuticals does not achieve the perceived benefits of the proposed acquisition of Gentium as rapidly or to the extent anticipated by financial analysts or investors, the market price of Jazz Pharmaceuticals' ordinary shares could decline; as well as other risks related the company's business, including risks and uncertainties associated with maintaining and increasing sales of and revenue from Xyrem®; effectively commercializing the company's other marketed products, including Erwinaze® and Prialt®; 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; and those other risks detailed under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals plc's U.S. Securities and Exchange Commission ("SEC") filings and reports, including in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed with the SEC 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.

Strategic Rationale

Jazz Pharmaceuticals®
Innovation that performs

Executing on Growth Strategy

March 2003
Jazz Pharmaceuticals Founded

June 2005
Acquired Orphan Medical

XYREM® (sodium oxybate) oral solution CIII

February 2007
Licensed from Solvay Pharmaceuticals

LUVOX CR®

January 2012
Merger with Azur Pharma

PRIALT® ziconotide intrathecal infusion

FazaClo® (clozapine, USP) Orally Disintegrating Tablets

June 2012
Acquired EUSA Pharma

Erwinase® crisantaspase

Erwinaze® asparaginase Erwinia chrysanthemi

February 2013
Agreement with Concert Pharmaceuticals JZP-386

Expect to close 1Q14
Acquisition of Gentium

Defitelio™

New Addition to our Commercial Portfolio

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

Gentium Transaction is a Strong Strategic Fit

Multinational Product Opportunity	• Marketing Authorization obtained in EU in October for treatment of severe VOD • Plan to launch in EU in 1Q14; pricing and reimbursement submissions underway • Potential to develop for approval in other conditions (e.g. prevention of VOD, prevention of acute GvHD) and in other countries (e.g. U.S.) • Rights in U.S./Americas licensed to Sigma Tau Pharmaceuticals, Inc.
Unmet Need	• Addresses significant unmet need in an orphan disease • First drug approved for severe VOD (EU)
Specialty Focus	• Leverages our existing specialty commercial expertise and infrastructure - strong commercial and medical teams - Concentrated physician universe, highly complementary with our Hematology/Oncology business - Small and efficient consultative sales force - Complex, high-touch product requiring medical education
Exclusivity	• Orphan designation by EMA, U.S., other countries • Orphan drug exclusivity in EU through 2023 • Complex supply chain and proprietary manufacturing process
Shareholder Value	• Plan to finance with cash on hand + proceeds from an incremental term loan + revolver borrowings under existing senior secured credit facility • Attractive expected ROIC • Expected to be accretive to non-GAAP adjusted EPS in 2014 and beyond

EU = European Union, VOD = Veno-Occlusive Disease, EMA = European Medicines Agency, GvHD = Graft vs. Host Disease, ROIC = Return on Invested Capital

Gentium S.p.A. Background

History	• Founded 1993 • Focus on developing compounds for thrombotic disorders
Lead Product	• Defitelio™ (defibrotide)
Facts	• NASDAQ listed ADSs: GENT • Headquarters: Como, Italy • Commercial operations: Zug, Switzerland • GMP plant producing API sold to third parties (Como, Italy) • ~75 employees

GMP = Good Manufacturing Process, API = Active Pharmaceutical Ingredients

Clinical Overview

Jazz Pharmaceuticals®
Innovation that performs

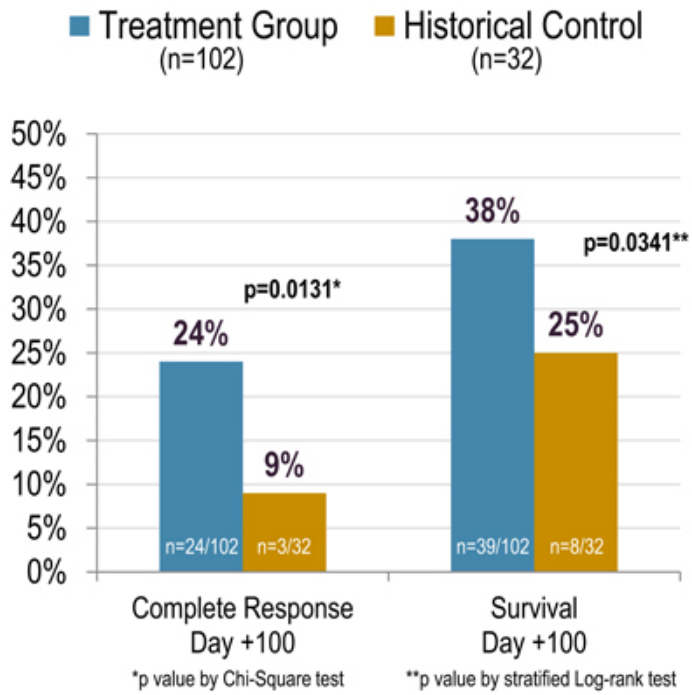
About Veno-Occlusive Disease (VOD)
A life-threatening orphan disease and unmet medical need

- A life-threatening complication of hematopoietic stem cell transplants
  - Thought to begin with injury to hepatic venous endothelium that can be caused by chemotherapy or radiation such as what is administered during conditioning therapy prior to hematopoietic stem cell transplantation
  - Endothelial damage can lead to vascular occlusion, hepatocellular necrosis, fibrosis, and ultimately lead to liver failure
  - Severe VOD is associated with multiple-organ failure and high rates of morbidity and mortality
    - 100-day mortality > 80%[1]
- Studies have reported a wide range of incidence rates. On average, the incidence of VOD is approximately 14% for patients undergoing hematopoietic stem cell transplants[1]
- Already widely used on a named-patient basis and recommended in EU level and national treatment guidelines
- There are no approved treatments for VOD in the U.S. - defibrotide is only available to patients via a Treatment IND

[1] Coppell JA, et al. *Biol Blood Marrow Transplant*. 2010;16(2):157-68.

Defibrotide
Efficacy Results—Severe VOD

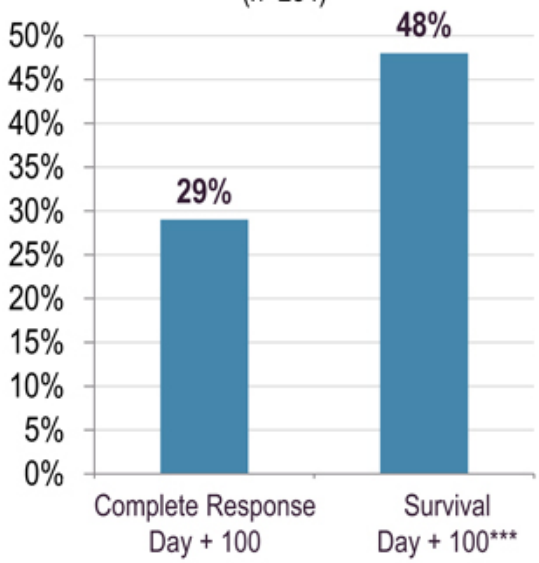
Phase III Treatment Study[1]



*p value by Chi-Square test

**p value by stratified Log-rank test

On-going Treatment IND Interim Analysis[2]



***Kaplan-Meier estimates for time to event

CR rate is % of patients who have complete resolution of severe VOD by Day 100 post SCT as defined by total bilirubin <2 mg/dl and complete resolution of MOF

The most common side effects with Defitelio are hemorrhage, hypotension and coagulopathy

[1] PG Richardson et al. Blood (American Society of Hematology Annual Meeting Abstracts), November 2009, 114:654

[2] PG Richardson et al. 55th American Society of Hematology Annual Meeting, Abstract 700, presented on December 9, 2013.

VOD = Veno-Occlusive Disease, CR = Complete Response, SCT = Stem Cell Transplant, MOF = Multi-Organ Failure, IND = Investigational New Drug

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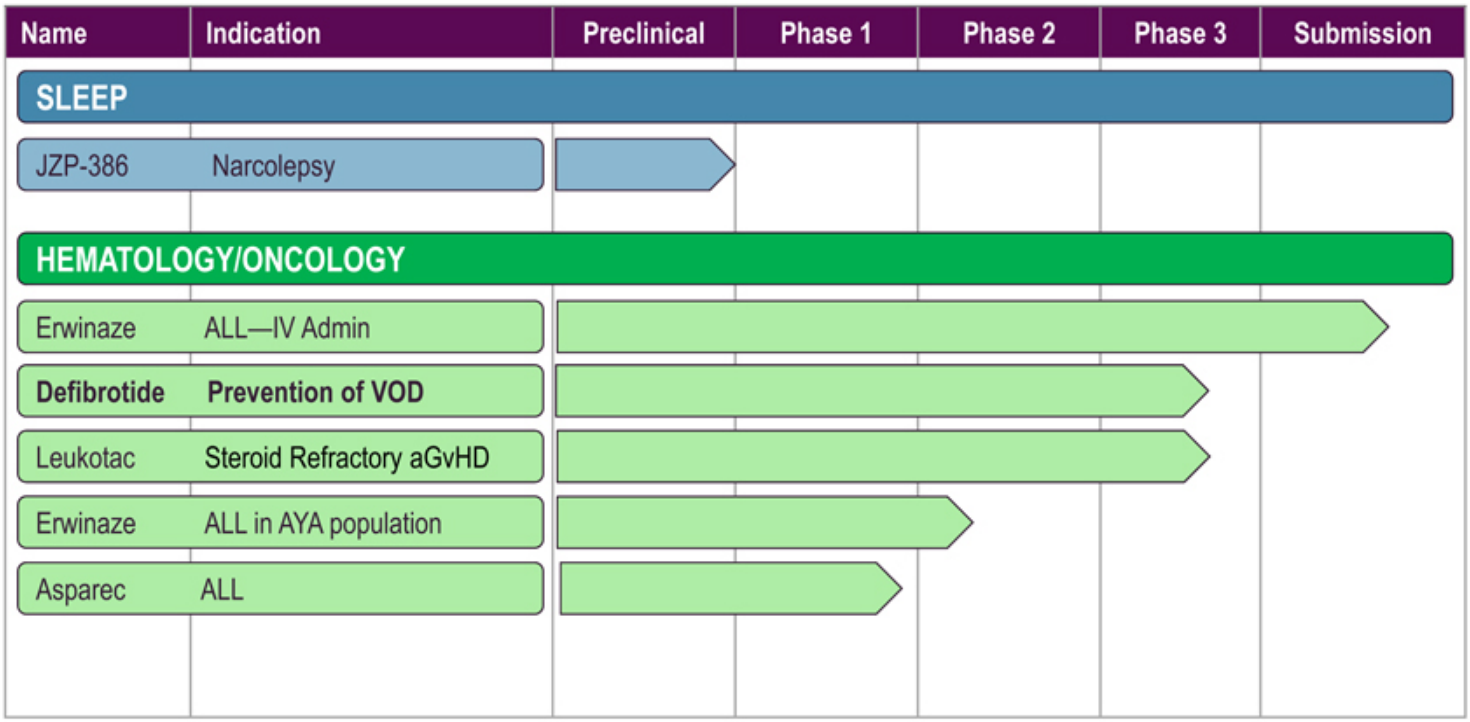
Clinical Development Pipeline
After Gentium Transaction Completed



ALL = Acute Lymphoblastic Leukemia, IV = Intravenous, AYA = Adolescents and Young Adults, VOD = Veno-Occlusive Disease, aGvHD = acute Graft vs. Host Disease

Commercial Opportunity

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About Defibrotide

Defibrotide is a complex mix of oligonucleotides that bind to various sites of the vascular endothelium

EU/ROW

- EU Marketing Authorization obtained in October for severe VOD; launch preparedness underway
- Orphan Drug Status granted by EMA and other countries
- EMA's COMP issued positive opinion for Orphan Drug status for prevention of GvHD
- Defibrotide is available in 40 countries through 10 distribution partnerships on a named patient basis
  - Physician familiarity with product
  - Existing relationships with physician audience

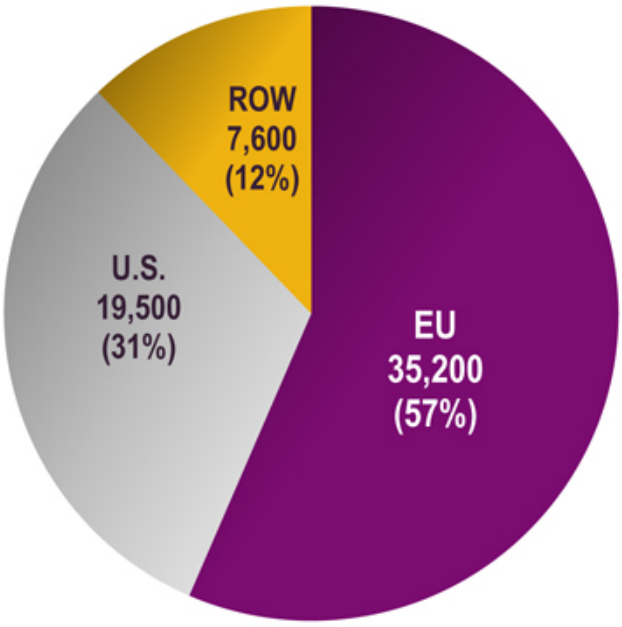
U.S./Americas

- Orphan Drug Status granted by U.S. FDA to treat and prevent VOD
- Received U.S. FDA Fast Track Designation to treat VOD
- Not FDA approved—currently available to patients via a Treatment IND
- Rights in U.S./Americas licensed to Sigma Tau Pharmaceuticals

EU = European Union, ROW = Rest of World, VOD = Veno-Occlusive Disease, EMA = European Medicines Agency, COMP = Committee for Orphan Medicinal Products, GvHD = Graft vs. Host Disease, FDA = Food and Drug Administration, IND = Investigational New Drug

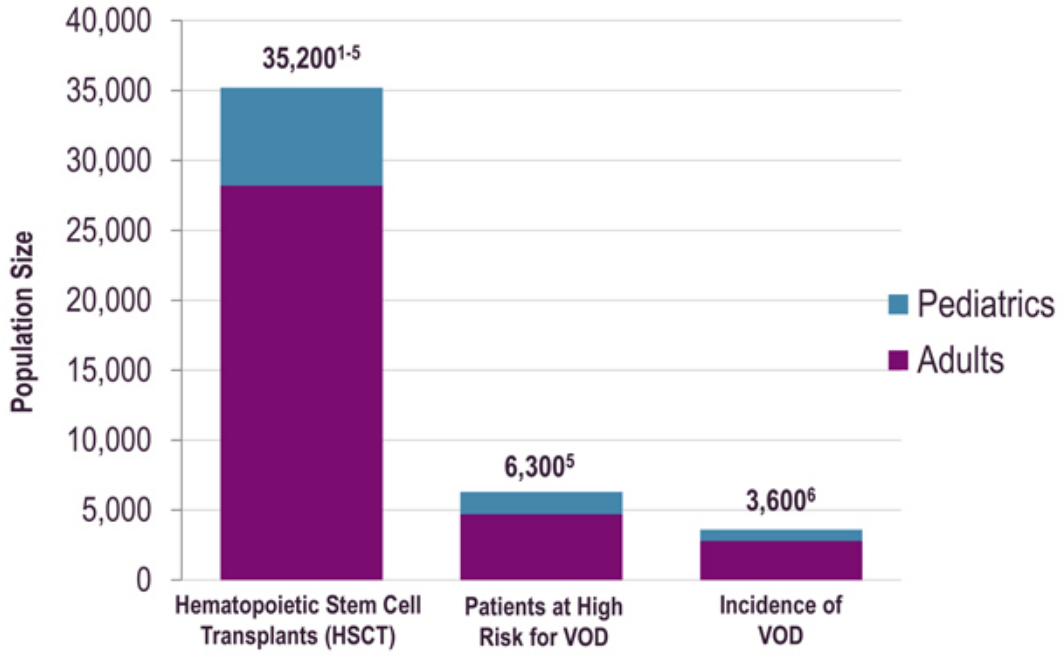
Approximately 62,300 Hematopoietic Stem Cell Transplants (HSCT) Worldwide—Majority **in the EU**

Estimated WW HSCTs in 2013, by Major Region



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) Primary market research (6) Center for International Blood and Marrow Transplant Research (CIBMTR) database, U. Wisconsin, October 17, 2013; (7) Gratwohl A, et al. JAMA 2010;303(16):1617-24. doi: 10.1001/jama.2010.491

Estimated VOD Patient Population (EU)



Defibrotide is approved 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

Financial Review

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Transaction Summary

Offer Details	• Offer price of $57 per share in cash • 26% premium to 60-day VWAP • Total consideration of approximately $1 billion

Financing	• Plan to finance with cash on hand + proceeds from an incremental term loan + revolver borrowings under existing senior secured credit facility
	  – Committed financing $500 million, subject to standard conditions
	  – Expect interest rates 3.0-3.5%
	• Pro forma leverage ratio based on adjusted EBITDA expected <2.5 at closing
	• Share repurchases suspended

Roadmap to Completion	• Entered into support agreements with Gentium shareholders that represent approximately 15% of currently outstanding Gentium shares • Plan to commence tender offer shortly • Expect to close tender offer in 1Q14

VWAP = Volume-Weighted Average Price, EBITDA = Earnings Before Interest, Tax, Depreciation and Amortization

Financial Impact of Gentium Transaction

	2014E[1]
Total Revenues	**$50 - 60M**
Defibrotide sales	$42 - 52M
API sales	$8M
Non-GAAP Adjusted Operating Expenses	**$20 - 24M**
SG&A	$15 - 17M
R&D	$5 - 7M
Non-GAAP Adjusted EBITDA	$20 - 30M

- Adjusted effective tax rate in high single to low double digits
- Expected to be accretive to non-GAAP adjusted EPS in 2014[2] and beyond

API = Active Pharmaceutical Ingredient, EPS = Earnings Per Share

[1] Incremental impact to Jazz Pharmaceuticals assuming January 31, 2014 close with 100% share ownership

[2] Expected to be dilutive on a GAAP EPS basis

Expected Benefits To Jazz

- Strategic fit with an attractive financial profile
- Synergistic with and enhances our Hematology/Oncology business
- Leverages our corporate structure
- Grows and diversifies our revenue base
- Increases short-term and long-term revenue growth
- Accretive to non-GAAP EPS – augments earnings growth profile
- Balance sheet remains strong

Additional Information

The tender offer for the outstanding shares of Gentium (including those shares represented by American Depositary Shares) referenced in this presentation has not yet commenced. 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 shares of Gentium, nor is it a substitute for the tender offer materials that Jazz Pharmaceuticals and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Jazz Pharmaceuticals and its acquisition subsidiary will file tender offer materials on Schedule TO, and Gentium will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Gentium are urged to read these documents when they become available because they will contain important information that holders of Gentium securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Gentium at no expense to them. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at http://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 certain 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 Commission 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 http://www.sec.gov.

Non-GAAP Financial Measures

This presentation contains forward-looking estimates of non-GAAP adjusted EBITDA and non-GAAP adjusted operating expenses (the combination of adjusted SG&A expense and adjusted R&D expense) resulting from the proposed business combination. As used in this presentation, with respect to estimated adjusted EBITDA contribution resulting from the proposed business combination, Jazz Pharmaceuticals defines adjusted EBITDA as GAAP net income before interest, taxes, depreciation and amortization, excluding stock-based compensation, transaction and integration costs and inventory purchase price adjustments associated with the proposed business combination between Jazz Pharmaceuticals and Gentium S.p.A. With respect to estimated adjusted SG&A expense and adjusted R&D expenses, Jazz Pharmaceuticals excludes from GAAP SG&A expense and GAAP R&D expense, respectively, stock-based compensation expense, transaction and integration costs and inventory purchase price adjustments associated with the proposed business combination, as applicable. Reconciliations of estimated adjusted EBITDA contribution, estimated adjusted SG&A expense and estimated R&D expense to their respective comparable GAAP measures are not provided because the comparable GAAP measures from the Gentium S.p.A. operations for the applicable future period are not accessible or estimable at this time. In this regard, for example, Jazz Pharmaceuticals has not yet completed the necessary valuation of the various assets to be acquired in the proposed acquisition, for accounting purposes, or an allocation of the purchase price among the various types of assets. In addition, the final interest and debt expense associated with the transactions contemplated by the commitment letter have not been finalized and are therefore unavailable. Accordingly, the amount of depreciation and amortization and interest and debt expense that will be included in the additional GAAP net income assuming the proposed acquisition is consummated is not accessible or estimable at this time, and is therefore not available without unreasonable effort. The amount of such additional resulting depreciation and amortization and applicable interest and debt expense could be significant, such that actual GAAP net income would vary substantially from the estimated adjusted EBITDA contribution included in this presentation.

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