

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JAZZ PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

05-0563787
(I.R.S. Employer
Identification No.)

3180 Porter Drive
Palo Alto, CA 94304
(650) 496-3777
(Address of principal executive offices)

2007 Equity Incentive Plan
2007 Employee Stock Purchase Plan
2007 Non-Employee Directors Stock Option Plan
(Full titles of the plans)

Samuel R. Saks, M.D.
Chief Executive Officer
Jazz Pharmaceuticals, Inc.
3180 Porter Drive
Palo Alto, CA 94304
(650) 496-3777

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Suzanne Sawochka Hooper, Esq.
Chadwick Mills, Esq.
Cooley Godward Kronish LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155
(650) 843-5000

Carol A. Gamble, Esq.
Philip J. Honerkamp, Esq.
Jazz Pharmaceuticals, Inc.
3180 Porter Drive
Palo Alto, CA 94304
(650) 496-3777

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,730,578 shares	\$0.93 – \$1.25	\$1,763,031.78	\$98.38

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) 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 (a) the exercise price of outstanding options granted under the Registrant's 2007 Equity Incentive Plan and (b) the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on March 25, 2009. The chart below details the calculations of the registration fee:

<u>Securities</u>	<u>Number of Shares</u>	<u>Offering Price Per Share(2)</u>	<u>Aggregate Offering Price(2)</u>
Common Stock, par value \$0.0001 per share, issuable upon the exercise of outstanding options granted	479,982	\$ 1.25(2)(a)	\$ 599,977.50

under the 2007 Equity Incentive Plan				
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Equity Incentive Plan	821,648	\$	0.93(2)(b)	\$ 764,132.64
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Employee Stock Purchase Plan	350,000	\$	0.93(2)(b)	\$ 325,500.00
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Non-Employee Directors Stock Option Plan	78,948	\$	0.93(2)(b)	\$ 73,421.64
Proposed Maximum Aggregate Offering Price				\$1,763,031.78
Registration Fee				\$ 98.38

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (i) 1,301,630 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Equity Incentive Plan, (ii) 350,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Employee Stock Purchase Plan and (iii) 78,948 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Non-Employee Directors Stock Option Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statements on Form S-8 (File No. 333-143553 and File No. 333-150008) are incorporated by reference herein.

EXHIBITS

Exhibit Number	Exhibit Title
3.1 ⁽¹⁾	Fourth Amended and Restated Certificate of Incorporation of the Registrant.
3.2 ⁽²⁾	Amended and Restated Bylaws.
4.1	Reference is made to Exhibits 3.1 and 3.2.
4.2 ⁽³⁾	Specimen Common Stock Certificate.
4.3A ⁽⁴⁾	Third Amended and Restated Investor Rights Agreement, made effective as of June 6, 2007, by and between the Registrant and the other parties named therein.
4.3B ⁽⁵⁾	Waiver and Amendment Agreement, dated as of March 12, 2008, by and between the Registrant and the other parties named therein.
4.3C ⁽⁶⁾	Waiver and Amendment Agreement, dated as of May 7, 2008, by and between the Registrant and the other parties named therein.
4.4A ⁽⁷⁾	Form of Series BB Preferred Stock Warrant of the Registrant.
4.4B ⁽⁸⁾	Form of Series BB Preferred Stock Warrant of the Registrant, as amended.
4.5A ^{†(9)}	Senior Secured Note and Warrant Purchase Agreement, dated as of March 14, 2008, by and among the Registrant, JPI Commercial, LLC and the Purchasers named therein.
4.5B ⁽¹⁰⁾	Form of Senior Secured Tranche A Note of JPI Commercial, LLC.
4.5C ⁽¹¹⁾	Form of Senior Secured Tranche B Note of JPI Commercial, LLC.
4.5D ⁽¹²⁾	Form of Common Stock Warrant of the Registrant.
4.5E ^{†(13)}	Registration Rights Agreement, dated as of March 17, 2008, by and between the Registrant and the other parties named therein.
4.6A ⁽¹⁴⁾	Warrant issued to Kingsbridge Capital Limited, dated May 7, 2008.
4.6B ⁽¹⁵⁾	Registration Rights Agreement, dated as of May 7, 2008, by and between the Registrant and Kingsbridge Capital Limited.
4.7 ⁽¹⁶⁾	Form of Registered Direct Common Warrant.
5.1	Opinion of Registrant's General Counsel.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Registrant's General Counsel. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page of this Form S-8.
99.1 ⁽¹⁷⁾	2007 Equity Incentive Plan.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.2 ⁽¹⁸⁾	2007 Employee Stock Purchase Plan.
99.3 ⁽¹⁹⁾	2007 Non-Employee Directors Stock Option Plan.

† Confidential treatment has been granted for portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

- (1) Previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33500) for the period ended June 30, 2007, as filed with the Commission on August 10, 2007, and incorporated by reference herein.
- (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.
- (3) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.
- (4) Previously filed as Exhibit 4.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33500) for the period ended June 30, 2007, as filed with the Commission on August 10, 2007, and incorporated by reference herein.
- (5) Previously filed as Exhibit 4.3B to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated by reference herein.
- (6) Previously filed as Exhibit 4.3C to the Registrant's Current Report on Form 8-K (File No. 001-33500), as filed with the Commission on May 9, 2008, and incorporated herein by reference.
- (7) Previously filed as Exhibit 4.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on March 9, 2007, and incorporated by reference herein.
- (8) Previously filed as Exhibit 4.4B to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (9) Previously filed as Exhibit 4.5A to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (10) Previously filed as Exhibit 4.5B to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (11) Previously filed as Exhibit 4.5C to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (12) Previously filed as Exhibit 4.5D to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (13) Previously filed as Exhibit 4.5E to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated herein by reference.
- (14) Previously filed as Exhibit 4.6A to the Registrant's Current Report on Form 8-K (File No. 001-33500), as filed with the Commission on May 9, 2008, and incorporated herein by reference.
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- (16) Previously filed as Exhibit 4.7 to the Registrant's Current Report on Form 8-K (File No. 001-33500), as filed with the Commission on July 16, 2008, and incorporated herein by reference.
- (17) Previously filed as Exhibit 10.23 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.
- (18) Previously filed as Exhibit 10.27 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.
- (19) Previously filed as Exhibit 10.25 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 March 27, 2009.

JAZZ PHARMACEUTICALS, INC.

By: /s/ Samuel R. Saks, M.D.
Samuel R. Saks, M.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints **BRUCE C. COZADD, SAMUEL R. SAKS, M.D.** and **CAROL A. GAMBLE**, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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, as fully to all intents and purposes as he 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 or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ SAMUEL R. SAKS, M.D.</u> Samuel R. Saks, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 27, 2009
<u>/S/ JOAN E. COLLIGAN</u> Joan E. Colligan	Controller <i>(Principal Accounting Officer and Acting Principal Financial Officer)</i>	March 27, 2009
<u>/S/ E. ALEXANDER ALBERT</u> E. Alexander Albert	Director	March 27, 2009
<u>/S/ SAMUEL D. COLELLA</u> Samuel D. Colella	Director	March 27, 2009
<u>/S/ BRUCE C. COZADD</u> Bruce C. Cozadd	Director	March 27, 2009
<u>/S/ BRYAN C. CRESSEY</u> Bryan C. Cressey	Director	March 27, 2009
<u>/S/ MICHAEL W. MICHELSON</u> Michael W. Michelson	Director	March 27, 2009
<u>/S/ JAMES C. MONTAZEE</u> James C. Montazee	Director	March 27, 2009
<u>/S/ KENNETH W. O'KEEFE</u> Kenneth W. O'Keefe	Director	March 27, 2009
<u>/S/ ALAN M. SEBULSKY</u> Alan M. Sebulsky	Director	March 27, 2009
<u>/S/ JAMES B. TANANBAUM, M.D.</u> James B. Tananbaum, M.D.	Director	March 27, 2009
<u>/S/ NATHANIEL M. ZILKHA</u> Nathaniel M. Zilkha	Director	March 27, 2009

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March 27, 2009

Jazz Pharmaceuticals, Inc.
3180 Porter Drive
Palo Alto, CA 94304

Ladies and Gentlemen:

You have requested my opinion with respect to certain matters in connection with the filing by Jazz Pharmaceuticals, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to (i) 1,301,630 shares of the Company's Common Stock, par value \$0.0001 per share ("Common Stock"), pursuant to the Company's 2007 Equity Incentive Plan (the "Incentive Plan Shares"); (ii) 350,000 shares of Common Stock pursuant to the Company's 2007 Employee Stock Purchase Plan (the "ESPP Shares"); and (iii) 78,948 shares of Common Stock pursuant to the Company's 2007 Non-Employee Directors Stock Option Plan (the "Directors Plan Shares").

In connection with this opinion, I have examined (a) the Registration Statement and related Prospectuses, (b) the Company's 2007 Equity Incentive Plan (the "Incentive Plan"), (c) the Company's 2007 Employee Stock Purchase Plan (the "ESPP"), (d) the Company's 2007 Non-Employee Directors Stock Option Plan (the "Directors Plan"), (e) the Company's Fourth Amended and Restated Certificate of Incorporation, (f) the Company's Amended and Restated Bylaws, as currently in effect, and (g) such other documents, records, certificates, memoranda and other instruments as I deem necessary as a basis for this opinion. I have assumed the genuineness and authenticity of all documents as originals, the conformity to originals of all documents as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

My opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. I express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Incentive Plan Shares, the ESPP Shares and the Directors Plan Shares, when sold and issued in accordance with the Incentive Plan, the ESPP and the Directors Plan, respectively, and the Registration Statement and related Prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carol A. Gamble

Carol A. Gamble
General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2007 Equity Incentive Plan, 2007 Employee Stock Purchase Plan and 2007 Non-Employee Directors Stock Option Plan of Jazz Pharmaceuticals, Inc. of our report dated March 26, 2009, with respect to the consolidated financial statements and schedule of Jazz Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2008, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
March 26, 2009