
**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

February 27, 2014
Date of Report (Date of earliest event reported)

**JAZZ PHARMACEUTICALS PUBLIC LIMITED
COMPANY**

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-33500
(Commission File No.)

98-1032470
(IRS Employer
Identification No.)

**Fourth Floor, Connaught House,
1 Burlington Road, Dublin 4, Ireland**
(Address of principal executive offices, including zip code)

011-353-1-634-7800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02. Unregistered Sales of Equity Securities.

On February 27, 2014, Jazz Pharmaceuticals plc (the “Company”) received notices providing for the cash exercise of warrants to subscribe for an aggregate of 947,867 of the Company’s ordinary shares, nominal value \$0.0001 per share (“Ordinary Shares”), held by two investors. These warrants were originally issued by Jazz Pharmaceuticals, Inc. in a private placement in 2009 to these two investors, and the Company assumed these warrants upon the closing of the merger transaction between Jazz Pharmaceuticals, Inc. and Azur Pharma Public Limited Company in January 2012. These warrants have an exercise price of \$4.00 per share, representing aggregate consideration of approximately \$3.8 million to the Company. In issuing the Ordinary Shares upon exercise of the above-mentioned warrants, the Company will rely on the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving a public offering.

Item 8.01. Other Events.

The Company is also filing this Current Report on Form 8-K to provide a copy of the legal opinion of A&L Goodbody, Dublin, Ireland, relating to the legality of the Ordinary Shares to be offered and sold pursuant to the Company’s Registration Statement on Form S-3 (File 333-179080) (the “Registration Statement”), the prospectus dated January 19, 2012 included in the Registration Statement and the related prospectus supplement, dated February 28, 2014, filed with the U.S. Securities and Exchange Commission pursuant to Rule 424 under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.*Exhibits*

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 5.1 | Opinion of A&L Goodbody. |
| 23.1 | Consent of A&L Goodbody (included in Exhibit 5.1). |

SIGNATURES

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

JAZZ PHARMACEUTICALS PUBLIC LIMITED
COMPANY

By: /s/ Suzanne Sawochka Hooper

Name: Suzanne Sawochka Hooper

Title: Executive Vice President and General Counsel

Date: February 28, 2014

EXHIBIT INDEX

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| 5.1 | Opinion of A&L Goodbody. |
| 23.1 | Consent of A&L Goodbody (included in Exhibit 5.1). |

A&L Goodbody Solicitors International Financial Services Centre North Wall Quay Dublin 1
 Tel: +353 1 649 2000 Fax: +353 1 649 2649 email: info@algoodbody.com website: www.algoodbody.com dx: 29 Dublin

A&L Goodbody

Our ref | 01405908

Your ref |

Date | 28 February 2014

Jazz Pharmaceuticals plc
 4th Floor Connaught House
 1 Burlington Road
 Dublin 4



28 February, 2014

Jazz Pharmaceuticals plc (the Company)

Dear Sirs

We act as Irish counsel for the Company, a public limited company incorporated under the laws of Ireland, in connection with the proposed offering and sale from time to time, on a delayed or continuous basis, by shareholders of the Company (the **Selling Shareholders**) of up to 947,867 of the Company's ordinary shares, nominal value \$0.0001 per share (the **Resale Shares**), pursuant to the Registration Statement on Form S-3 (the **Registration Statement**) filed by the Company with the Securities and Exchange Commission (the **Commission**) under the Securities Act of 1933, as amended (the **Act**), on 19 January 2012, the related prospectus dated 19 January 2012 included in the Registration Statement (the **Base Prospectus**), and the prospectus supplement dated 28 February 2014 relating to the Resale Shares filed with the Commission pursuant to Rule 424(b) promulgated under the Act (the **Prospectus Supplement**, and together with the Base Prospectus, the **Prospectus**). The Resale Shares are issuable upon the exercise of share warrants originally issued by Jazz Pharmaceuticals, Inc. (**JPI**) on 7 July 2009, and subsequently converted into warrants issued by the Company to subscribe for the Resale Shares pursuant to an Agreement and Plan of Merger and Reorganization dated 19 September 2011 by and among the Company, JPI, Jaguar Merger Sub Inc. and Seamus Mulligan (the **Warrants**).

In connection with this Opinion, we have reviewed copies of such corporate records of the Company as we have deemed necessary as a basis for the opinion hereinafter expressed. In rendering this opinion, we have examined, and have assumed the truth and accuracy of the contents of, such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the truth and accuracy of the information contained in such documents, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

We have further assumed that none of the resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired and that the Resale Shares will be issued in accordance with such resolutions and authorities and the terms of the Warrants.

We have assumed the absence of fraud on the part of the Company and its respective officers, employees, agents and advisers.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within qualifications and assumptions, we are of

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|---|---------|--------------|--------------|---------------|-------------|-----------------|-------------|---------------|-------------|--------------|--|--|
| Dublin | Belfast | London | New York | San Francisco | Palo Alto | | | | | | | |
| P.M. Law | | V.J. Power | S. O'Riordan | E.A. Roberts | D. Widger | J.B. Somerville | D. Main | A.J. Johnston | A. Casey | G. Stanley | | |
| C.E. Gill | | L.A. Kennedy | M.P. McKenna | C. Rogers | C. Christle | M.F. Barr | J. Cahir | M. Rasdale | B. Hosty | D. Dagostino | | |
| E.M. Fitzgerald | | S.M. Doggett | K.A. Feeney | G. O'Toole | S.O'Croinin | A.M. Curran | M. Traynor | D. Inverarity | M. O'Brien | E. Keane | | |
| B.M. Cotter | | B. McDermott | M. Sherlock | J.N. Kelly | J.W. Yarr | A. Roberts | P.M. Murray | M. Coghlan | K. Killalea | | | |
| J.G. Grennan | | C. Duffy | E.P. Conlon | N. O'Sullivan | D.R. Baxter | M. Dale | N. Ryan | D.R. Francis | L. Mulleady | | | |
| J. Coman | | E.M. Brady | E. MacNeill | M.J. Ward | A. McCarthy | C. McCourt | K. Furlong | L.A. Murphy | K. Ryan | | | |
| P.D. White | | P.V. Maher | K.P. Allen | A.C. Burke | J.F. Whelan | R.M. Moore | P.T. Fahy | A. Walsh | E. Hurley | | | |
| Consultants: J.R. Osborne S.W. Haughey T.V. O'Connor Professor J.C.W. Wylie A.F. Browne M.A. Greene A.V. Fanagan J.A. O'Farrell I.B. Moore J.H. Hickson | | | | | | | | | | | | |

the opinion that the Resale Shares have been duly authorised and when issued and delivered upon the exercise of the Warrants in accordance with the terms of the applicable Warrants, and upon payment of the exercise price provided therein, will be validly issued, fully paid and not subject to calls for any additional payments (“non-assessable”).

In rendering this Opinion, we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof.

We hereby consent to the filing of this Opinion with the United States Securities and Exchange Commission as an exhibit to a Current Report of the Company on Form 8-K and to the reference to our firm under the caption “Validity of Share Capital” in the Prospectus that is a part of the Registration Statement.

Yours faithfully

/s/ A&L Goodbody

A&L Goodbody