
**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**

**January 19, 2012
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.)

45 Fitzwilliam Square, Dublin 2, Ireland
(Address of principal executive offices, including zip code)

011-353-1-634-4183
(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))
-
-

Item 8.01. Other Events.

Jazz Pharmaceuticals plc (the "Company") is filing this Current Report on Form 8-K to provide copies of the legal opinions of A&L Goodbody, Dublin, Ireland, relating to the legality of the Company's ordinary shares, nominal value \$0.0001 per share, to be offered and sold pursuant the Company's Registration Statement on Form S-3 (File No. 333-179080) and the related prospectus supplements, each dated January 19, 2012, and filed with the U.S. Securities and Exchange Commission pursuant to Rule 424 under the Securities Act.

Item 9.01. Financial Statements and Exhibits.(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of A&L Goodbody.
5.2	Opinion of A&L Goodbody.
23.1	Consent of A&L Goodbody (included in Exhibit 5.1).
23.2	Consent of A&L Goodbody (included in Exhibit 5.2).

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 PLC

By: /s/ Bruce C. Cozadd

Name: Bruce C. Cozadd

Title: Chairman and Chief Executive Officer

Date: January 18, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of A&L Goodbody.
5.2	Opinion of A&L Goodbody.
23.1	Consent of A&L Goodbody (included in Exhibit 5.1).
23.2	Consent of A&L Goodbody (included in Exhibit 5.2).

Jazz Pharmaceuticals plc
45 Fitzwilliam Square
Dublin 2
Ireland



19 January 2012

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 potential issuance by the Company of 713,123 ordinary shares of the Company, nominal value \$0.0001 per share (the **Ordinary 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 January 19, 2012, the related prospectus dated January 19, 2012 included in the Registration Statement (the **Base Prospectus**), and the prospectus supplement relating to the Ordinary Shares to be 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 Ordinary Shares are issuable upon the exercise of currently outstanding warrants originally issued by Jazz Pharmaceuticals, Inc. (**JPI**) on 21 July 2008 (the **Warrants**), and subsequently converted into warrants to subscribe for the Ordinary 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.

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

Dublin Belfast London New York

R.B. Buckley	B.M. Cotter	S.M. Doggett	M.P. McKenna	E.A. Roberts	A.C. Burke	D.R. Baxter	M.L. Stack	N. Coyne	P.M. Murray	D. Inverarity
P.M. Law	J.G. Grennan	B. McDermott	K.A. Feeney	C. Rogers	J. Given	A. McCarthy	B. Walsh	C. McCourt	N. Ryan	
J.H. Hickson	J. Coman	C. Duffy	M. Sherlock	G. O'Toole	D. Widger	J.F. Whelan	A.M. Curran	R.M. Moore	K. Furlong	
M.F. O'Gorman	P.D. White	E.M. Brady	E.P. Conlon	J.N. Kelly	C. Christle	D.R. Conlon	A. Roberts	D. Main	P.T. Fahy	
C.E. Gill	V.J. Power	P.V. Maher	E. MacNeill	N. O'Sullivan	S. O'Croinin	J.B. Somerville	C. Widger	J. Cahir	A.J. Johnston	
E.M. Fitzgerald	L.A. Kennedy	S. O'Riordan	K.P. Allen	M.J. Ward	J.W. Yarr	M.F. Barr	M. Dale	M. Traynor	M. Rasdale	
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	



of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired and that the Ordinary 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 the opinion that the Ordinary 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

Jazz Pharmaceuticals plc
45 Fitzwilliam Square
Dublin 2
Ireland



19 January 2012

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 12,020,616 of the Company's ordinary shares, nominal value \$0.0001 per share (the **Selling Shareholders' 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 January 19, 2012, the related prospectus dated January 19, 2012 included in the Registration Statement (the **Base Prospectus**), and the prospectus supplement relating to the Selling Shareholders' Shares to be filed with the Commission pursuant to Rule 424(b) promulgated under the Act (the **Prospectus Supplement**, and together with the Base Prospectus, the **Prospectus**).

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 Selling Shareholders' Shares have been issued in accordance with such resolutions and authorities.

Dublin Belfast London New York

R.B. Buckley	B.M. Cotter	S.M. Doggett	M.P. McKenna	E.A. Roberts	A.C. Burke	D.R. Baxter	M.L. Stack	N. Coyne	P.M. Murray	D. Inverarity
P.M. Law	J.G. Grennan	B. McDermott	K.A. Feeney	C. Rogers	J. Given	A. McCarthy	B. Walsh	C. McCourt	N. Ryan	
J.H. Hickson	J. Coman	C. Duffy	M. Sherlock	G. O'Toole	D. Widger	J.F. Whelan	A.M. Curran	R.M. Moore	K. Furlong	
M.F. O'Gorman	P.D. White	E.M. Brady	E.P. Conlon	J.N. Kelly	C. Christle	D.R. Conlon	A. Roberts	D. Main	P.T. Fahy	
C.E. Gill	V.J. Power	P.V. Maher	E. MacNeill	N. O'Sullivan	S. O'Croinin	J.B. Somerville	C. Widger	J. Cahir	A.J. Johnston	
E.M. Fitzgerald	L.A. Kennedy	S. O'Riordan	K.P. Allen	M.J. Ward	J.W. Yarr	M.F. Barr	M. Dale	M. Traynor	M. Rasdale	
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	



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 the opinion that the Selling Shareholders' Shares have been duly authorised and are validly issued, fully paid and are 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