

**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) February 23, 2024**

**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.)

**Fifth Floor, Waterloo Exchange, Waterloo Road, Dublin 4, Ireland D04 E5W7**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value \$0.0001 per share	JAZZ	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Election of Directors***

On February 23, 2024, the board of directors (the “Board”) of Jazz Pharmaceuticals plc (the “Company”), upon the recommendation of the nominating and corporate governance committee of the Board, appointed Patrick Kennedy to the Board, effective as of March 1, 2024, as a Class I director for a term expiring at the annual general meeting of shareholders to be held in 2024. Mr. Kennedy was also appointed to serve as a member of the Audit Committee of the Board. There were no arrangements or understandings between Mr. Kennedy and any other persons pursuant to which Mr. Kennedy was selected as a director.

Mr. Kennedy will receive cash and equity compensation for his service on the Board in accordance with the Company’s standard compensatory arrangements for non-employee directors described under the “Director Compensation” section of the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 16, 2023.

In connection with his election to the Board, the Company and Mr. Kennedy entered into the Company’s standard indemnification agreement that requires the Company, under the circumstances and to the extent provided for therein, to indemnify Mr. Kennedy to the fullest extent permitted by applicable law against certain expenses and other amounts incurred by either Mr. Kennedy as a result of Mr. Kennedy being made a party to certain actions, suits, proceedings and other actions by reason of the fact that Mr. Kennedy is or was a director, officer, employee, consultant, agent or fiduciary of the Company or any of its subsidiaries or other affiliated enterprises.

***Resignation of Directors***

On February 23, 2024, Peter Gray notified the Board that he will not stand for re-election to the Board, when his term expires, at the 2024 Annual Meeting. Mr. Gray’s decision was not the result of any dispute or disagreement with the Company or the Company’s Board on any matter relating to the operations, policies or practices of the Company.

**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/ Neena Patil  
Name: Neena Patil  
Title: Executive Vice President and Chief Legal Officer

Date: February 27, 2024