Jazz Pharmaceuticals plc
Form PRE 14A
May 28, 2014
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

x Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to § 240.14a-12

JAZZ PHARMACEUTICALS PUBLIC

LIMITED COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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1. Title of each class of securities to which transaction applies:

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6. Amount Previously Paid:

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9. Date Filed:

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PRELIMINARY COPY SUBJECT TO COMPLETION

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

Registered in Ireland No. 399192

Fourth Floor, Connaught House

One Burlington Road

Dublin 4, Ireland

NOTICE OF 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 31, 2014

Dear Shareholder:

You are cordially invited to attend the 2014 annual general meeting of shareholders (the annual meeting) of Jazz Pharmaceuticals plc, a public limited company formed under the laws of Ireland (the company). The annual meeting will be held on Thursday, July 31, 2014, at 10:30 a.m. local time at our corporate headquarters located at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland, for the following purposes:

1. To elect by separate resolutions the three nominees for director named in the accompanying proxy statement (the proxy statement) to hold office until the 2017 annual general meeting of shareholders.

2. To approve the appointment of KPMG as the independent auditors of the company for the fiscal year ending December 31, 2014 and to authorize the audit committee of the board of directors to determine the auditors remuneration.

3. To authorize the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares.

4. To approve, on an advisory basis, the compensation of the company s named executive officers as disclosed in the accompanying proxy statement.

5. To conduct any other business properly brought before the annual meeting.

These items of business are more fully described in the proxy statement.

The company s Irish statutory accounts for the fiscal year ended December 31, 2013, including the reports of the directors and auditors thereon, will be presented at the annual meeting. There is no requirement under Irish law that such statements be approved by the shareholders, and no such approval will be sought at the annual meeting. Under the company s articles of association, Proposals 1 and 2 and the receipt and consideration of the Irish statutory accounts by the company at the annual meeting are deemed to be ordinary business, and Proposals 3 and 4 are deemed to be special business.

The record date for the annual meeting is May 27, 2014. Only shareholders of record at the close of business on that date may vote at the annual meeting or any adjournment or postponement thereof.

Important Notice Regarding the Availability of Proxy Materials for the annual general meeting of shareholders to be held on July 31, 2014, at 10:30 a.m. local time at our corporate headquarters located at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

The proxy statement and our annual report are available at https://materials.proxyvote.com/G50871.

By order of the board of directors,

Shawn Mindus

Company Secretary

Dublin, Ireland

June , 2014

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please vote as soon as possible. You may vote your shares over the telephone or via the internet. If you received a proxy card or voting instruction card by mail, you may submit your proxy card or voting instruction card by completing, signing, dating and mailing your proxy card or voting instruction card in the envelope provided. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if the record holder of your ordinary shares is a broker, bank or other nominee, and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

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PRELIMINARY COPIES SUBJECT TO COMPLETION

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

Registered in Ireland No. 399192

Fourth Floor, Connaught House

One Burlington Road

Dublin 4, Ireland

PROXY STATEMENT

FOR THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 31, 2014

INTRODUCTION

General

Our board of directors is soliciting proxies for use at our 2014 annual general meeting of shareholders, or the annual meeting. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the annual meeting. Please read it carefully. Our proxy materials, which include this proxy statement, our annual letter to shareholders, and our annual report on Form 10-K for the year ended December 31, 2013, are first being mailed or made available to shareholders on or about June , 2014. Our proxy materials are also available online at https://materials.proxyvote.com/G50871.

This solicitation is made on behalf of our board of directors and we will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. We have not yet retained a proxy solicitor in connection with the annual meeting. However, we may engage a proxy solicitor as we deem necessary to assist in the solicitation of proxies to which we would pay customary fees and expenses.

Our board of directors has set the close of business on May 27, 2014 as the record date for the annual meeting. Shareholders of record who owned our ordinary shares on that date are entitled to vote at and attend the annual meeting. Each ordinary share is entitled to one vote. There were of our ordinary shares outstanding and entitled to vote on the record date.

Basis of Presentation

On January 18, 2012, the businesses of Jazz Pharmaceuticals, Inc. and Azur Pharma Public Limited Company, or Azur Pharma, were combined in a merger transaction, or the Azur Merger, in connection with which Azur Pharma was re-named Jazz Pharmaceuticals plc and we became the parent company of and successor to Jazz Pharmaceuticals, Inc., with Jazz Pharmaceuticals, Inc. becoming our wholly-owned subsidiary. Jazz Pharmaceuticals, Inc. was treated as the acquiring company in the Azur Merger for accounting purposes, and, as a result, the historical consolidated financial statements of Jazz Pharmaceuticals, Inc. became our consolidated financial statements. In addition, on June 12, 2012, Jazz Pharmaceuticals plc completed the acquisition of EUSA Pharma Inc., referred to as the EUSA Acquisition, and, in January and February 2014, pursuant to a tender offer, Jazz Pharmaceuticals Italy S.p.A., our wholly-owned subsidiary, acquired approximately 98% of the outstanding and fully diluted voting securities of Gentium S.p.A., referred to as the Gentium Acquisition.

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Unless otherwise indicated or the context otherwise requires, all references in this proxy statement to Jazz Pharmaceuticals, the company, we, us, and our refer to Jazz Pharmaceuticals plc and its consolidated subsidiaries, except when the context makes clear that the time period being referenced is prior to the effective time of the Azur Merger, in which case such terms are references to Jazz Pharmaceuticals, Inc. and its consolidated subsidiaries. All references to Azur Pharma are references to Jazz Pharmaceuticals plc (f/k/a Azur Pharma Public Limited Company) and its consolidated subsidiaries prior to the effective time of the Azur Merger. The disclosures in this proxy statement relating to the pre-Azur Merger business of Jazz Pharmaceuticals, as well as statements relating to pre-Azur Merger compensation, board of directors and corporate governance matters, unless noted as relating to Azur Pharma prior to the Azur Merger, pertain only to Jazz Pharmaceuticals, Inc. prior to the Azur Merger. Accordingly, for purposes of the presentation of historical executive and director compensation information in this proxy statement, this compensation information consists of information with respect to Jazz Pharmaceuticals, Inc., our predecessor, for periods prior to January 18, 2012 and information with respect to Jazz Pharmaceuticals plc for periods after January 18, 2012.

Purpose of the annual meeting

The specific proposals to be considered and acted upon at the annual meeting are summarized in the accompanying Notice of 2014 Annual General Meeting of Shareholders. Each proposal is described in more detail in this proxy statement.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

Our board of directors is soliciting your proxy to vote at the annual meeting, including at any adjournments or postponements of the annual meeting. This proxy statement contains important information regarding the annual meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote and voting procedures.

Why did I receive a notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

We are pleased to take advantage of U.S. Securities and Exchange Commission, or SEC, rules that allow companies to furnish their proxy materials over the internet. Most of our shareholders holding their shares in street name will not receive paper copies of our proxy materials (unless requested), and will instead be sent a Notice of Internet Availability of Proxy Materials, or Notice, from the brokerage firms, banks or other agents holding their accounts. All street name holders receiving a Notice will have the ability to access the proxy materials on the website referred to in the Notice and to request a printed set of the proxy materials. Instructions on how to access the proxy materials via the internet or to request a printed set of the proxy materials may be found in the Notice.

Why did I receive a full set of proxy materials in the mail instead of a notice regarding the internet availability of proxy materials?

We are providing shareholders of record who are holding shares in their own name and shareholders who have previously requested a printed set of our proxy materials with paper copies of our proxy materials instead of a Notice.

What is the annual report included in the proxy materials?

Under applicable U.S. securities laws, we are required to send an annual report to security holders along with this proxy statement. We intend to satisfy this annual report requirement by sending the annual report on Form 10-K for the year ended December 31, 2013 that we filed with the SEC on February 25, 2014 (referred to throughout this proxy statement as the 2013 10-K) together with this proxy statement.

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How do I attend the annual meeting?

You are invited to attend the annual meeting to vote on the proposals described in this proxy statement. The annual meeting will be held on Thursday, July 31, 2014, at 10:30 a.m. local time at our corporate headquarters located at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland. For directions to attend the annual meeting in person, please contact our Investor Relations department at + 353 1 634 7892 (Ireland) or + 1 650 496 2800 (U.S.) or by email at investorinfo@jazzpharma.com. Information on how to vote in person at the annual meeting is discussed below. However, you do not need to attend the annual meeting to vote your ordinary shares.

Who can vote at the annual meeting?

Only shareholders of record at the close of business on May 27, 2014, the record date for the annual meeting, will be entitled to vote at the annual meeting.

Shareholders of Record: Shares registered in your name

If on May 27, 2014 your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are a shareholder of record. As a shareholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to vote by proxy over the telephone or via the internet as instructed below, or by filling out and returning a proxy card.

Beneficial Owners: Shares registered in the name of a broker, bank or other agent

If on May 27, 2014 your shares were held not in your name, but rather in an account at a brokerage firm, bank or other agent, then you are the beneficial owner of shares held in street name and a Notice is being sent to you by that broker, bank or other agent. The broker, bank or other agent holding your account is considered to be the shareholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account as set forth in the voting instructions in the Notice from your broker, bank or other agent. You are also invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the annual meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

What am I voting on?

There are four matters scheduled for a vote at the annual meeting:

Election of the three nominees for director named below to hold office until the 2017 annual general meeting of shareholders (Proposal 1).

Approval of the appointment of KPMG as the independent auditors of the company for the fiscal year ending December 31, 2014 and authorization of the audit committee of the board of directors to determine the auditors remuneration (Proposal 2).

Authorization of the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares (Proposal 3).

Advisory approval of the compensation of our named executive officers as disclosed in this proxy statement (Proposal 4).

What are the board s voting recommendations?

The board of directors recommends that you vote your shares:

For each of the nominees named below for director to hold office until the 2017 annual general meeting of shareholders (Proposal 1).

For the appointment of KPMG as the independent auditors of the company for the fiscal year ending December 31, 2014 and the authorization of the audit committee of the board of directors to determine the auditors remuneration (Proposal 2).

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For the authorization of the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares (Proposal 3).

For the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (Proposal 4).

What if another matter is properly brought before the annual meeting?

The board of directors knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the annual meeting, it is the intention of the persons named in the accompanying proxy, referred to this proxy statement as the proxy holders, to vote on those matters in accordance with their best judgment.

How do I vote?

For the election of directors (Proposal 1), you may vote For or Against each nominee, or you may abstain from voting for all or any of the nominees. For each of the other proposals, you may vote For or Against or abstain from voting.

Shareholders of Record: Shares registered in your name

If you are a shareholder of record, you may vote in person at the annual meeting, you may vote by proxy using the enclosed proxy card, or you may vote by proxy over the telephone or via the internet as instructed below. Whether or not you plan to attend the annual meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the annual meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the annual meeting and we will give you a ballot when you arrive.

To vote using a proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the annual meeting, we will vote your shares as you direct.

To vote by telephone, dial toll-free 1-800-690-6903 within the United States, U.S. territories and Canada using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m., U.S. Eastern Time, on July 30, 2014 to be counted.

To vote via the internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m., U.S. Eastern Time, on July 30, 2014 to be counted.

Beneficial Owners: Shares registered in the name of a broker, bank or other agent

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice or the full set of proxy materials containing voting instructions from that broker, bank or other agent

rather than from us. Simply follow the voting instructions in the Notice or the full set of proxy materials to ensure that your vote is counted. Alternatively, you may vote by telephone or via the internet as instructed by your broker, bank or other agent. To vote in person at the annual meeting, you must request and obtain a valid proxy from your broker, bank, or other agent. Follow the voting instructions from your broker, bank or other agent, or contact your broker, bank or other agent to request a proxy form.

We provide internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

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How many votes do I have?

On each matter to be voted upon, you have one vote for each ordinary share you own as of May 27, 2014.

What if I return a proxy card or otherwise vote but do not make specific choices?

Shareholders of Record: Shares registered in your name

If you are a shareholder of record and you do not specify your vote on each proposal individually when voting via the internet or by telephone, or if you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the board of directors on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the annual meeting. The voting recommendations of the board of directors are set forth under *What are the board s voting recommendations?* above.

Beneficial Owners: Shares registered in the name of a broker, bank or other agent

If you are a beneficial owner of shares held in street name and you do not provide the broker, bank or other agent that holds your shares with specific instructions, under the rules of various national and regional securities exchanges, the broker, bank or other agent that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the broker, bank or other agent that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the broker, bank or other agent that holds your shares will inform our inspector of elections that it does not have the authority to vote on that matter with respect to your shares. This is generally referred to as a broker non-vote. When our inspector of elections tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining whether a quorum is present, but will not be counted toward the vote total for any proposal. We encourage you to provide voting instructions to the broker, bank or other agent that holds your shares to ensure that your vote is counted on all four proposals.

Which proposals are considered routine or non-routine ?

The proposal to appoint KPMG, Dublin, or KPMG, as the independent auditors of the company for the fiscal year ending December 31, 2014 and authorize the audit committee of the board of directors to determine the auditors remuneration (Proposal 2) is considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected on Proposal 2.

The election of directors (Proposal 1), the authorization of the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares (Proposal 3) and the advisory vote on the compensation of our named executive officers (Proposal 4) are considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore we expect broker non-votes on Proposals 1, 3 and 4.

What does it mean if I receive more than one set of proxy materials or more than one Notice, or combination thereof?

If you receive more than one set of proxy materials, or more than one Notice or a combination thereof, your shares may be registered in more than one name or are registered in different accounts. Please follow the voting instructions on **each** set of proxy materials or Notices to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the annual meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

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You may grant a subsequent proxy by telephone or via the internet.

You may send a timely written notice that you are revoking your proxy to our Company Secretary at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

You may attend the annual meeting and vote in person. Simply attending the annual meeting will not, by itself, revoke your proxy.

Your most recent proxy card or telephone or internet proxy is the one that is counted.

If your shares are held by your broker, bank or other agent as a nominee or agent, you should follow the instructions provided by your broker, bank or other agent.

Do I need a ticket to attend the annual meeting?

Yes, you will need an admission ticket or proof of ownership of ordinary shares to enter the annual meeting. If you are a shareholder of record, your admission ticket is the bottom half of the proxy card sent to you. If you plan to attend the annual meeting, please so indicate when you vote and bring the ticket with you to the annual meeting. If your shares are held in the name of a bank, broker or other holder of record, your admission ticket is on your voting information form. If you do not bring your admission ticket, you will need proof of ownership to be admitted to the annual meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you arrive at the annual meeting without an admission ticket, we will admit you only if we are able to verify that you are a shareholder of our company. For directions to attend the annual meeting in person, please contact our Investor Relations department at + 353 1 634 7892 (Ireland) or + 1 650 496 2800 (U.S.) or by email at investorinfo@jazzpharma.com.

How are votes counted?

Votes will be counted by the inspector of elections appointed for the meeting. The inspector of elections will separately count, for each of the proposals, votes For and Against and abstentions, and, as applicable, broker non-votes. Abstentions and broker non-votes will be treated as shares present for purposes of determining the presence of a quorum for the transaction of business at the annual meeting. Abstentions and broker non-votes will not, however, be considered votes cast at the annual meeting. Because the approval of all of the proposals is based on the votes cast at the annual meeting, abstentions and broker non-votes will not have any effect on the outcome of voting on the proposals.

How many votes are needed to approve each proposal?

Assuming that a quorum is present at the annual meeting, the following votes will be required for approval:

Proposal 1: For the election of directors, each nominee named herein for election to the board of directors who receives the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting on his or her election will be elected to the board of directors.

Proposal 2: The appointment of KPMG as the independent auditors of the company for the fiscal year ending December 31, 2014 and the authorization of the audit committee of the board of directors to determine the auditors remuneration must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved.

Proposal 3: The authorization of the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved.

Proposal 4: The advisory approval of the compensation of our named executive officers must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved, although such vote will not be binding on us.

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What is the quorum requirement?

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if shareholders holding a majority of the issued and outstanding ordinary shares entitled to vote as of the record date are present at the annual meeting or represented by proxy. On the record date, there were ordinary shares outstanding and entitled to vote.

Your shares will be counted towards the quorum only if you submit a valid proxy (or if one is submitted on your behalf by your broker, bank or other nominee) or, provided that you are a shareholder of record, if you vote in person at the annual meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum within one hour of the time appointed for the annual meeting, the annual meeting will stand adjourned to August 7, 2014 at 10:30 a.m. local time at the same location, or such other time or place as the board of directors may determine.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a quarterly report on Form 10-Q or a current report on Form 8-K that we expect to file with the SEC within four business days after the annual meeting. If final voting results are not available to us in time to file a Form 10-Q or a Form 8-K within four business days after the annual meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

What are the Irish statutory accounts?

We are presenting our Irish statutory accounts, including the respective reports of the directors and the auditors thereon, at the annual meeting and we are mailing those accounts to shareholders of record. Since we are an Irish company, we are required to prepare Irish statutory accounts under applicable Irish company law and to deliver those accounts to shareholders of record in connection with our annual general meetings of shareholders. The Irish statutory accounts cover the results of operations and financial position of Jazz Pharmaceuticals plc for the year ended December 31, 2013. The Irish statutory accounts are prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and as applied in accordance with the Irish Companies Acts of 1963 to 2013. There is no requirement under Irish law that the Irish statutory accounts be approved by the shareholders, and no such approval will be sought at the annual meeting.

We will mail without charge, upon written request, a copy of the Irish statutory accounts to beneficial owners of our shares. Requests should be sent to: Jazz Pharmaceuticals plc, Attention: Company Secretary, Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

What proxy materials are available on the internet?

This proxy statement, our letter to shareholders and the annual report are available at https://materials.proxyvote.com/G50871.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our board of directors is divided into three classes, designated Class I, Class II and Class III. The term of the Class III directors will expire on the date of the annual meeting; the term of the Class I directors will expire on the date of our 2015 annual general meeting of shareholders; and the term of the Class II directors will expire on the date of our 2016 annual general meeting of shareholders. At each annual general meeting of shareholders, successors to the class of directors whose term expires at that annual general meeting are elected for a three-year term. Vacancies on the board of directors, including a vacancy that results from an increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the directors then in office, provided that a quorum is present. A director elected by the board of directors to fill a vacancy in a class will serve for the remainder of the full term of that class and until the director s successor is elected and qualified.

The board of directors currently has ten members and there are no vacancies on the board of directors. There are currently three directors in Class III, the class whose term of office expires at the annual meeting, all of whom are standing for election at the annual meeting. All three directors were nominated for election by the board of directors upon the recommendation of our nominating and corporate governance committee. Mr. Cozadd was previously elected to the Jazz Pharmaceuticals, Inc. board of directors by its stockholders. Mr. Winningham was previously appointed to the Jazz Pharmaceuticals, Inc. board of directors in May 2010. Messrs. Cozadd and Winningham were elected to our board of directors effective upon the consummation of the Azur Merger. The board of directors elected Ms. McSharry to the board of directors in May 2013 upon recommendation of our nominating and corporate governance committee, based on its review of her experience and qualifications. Both Mr. Winningham and Ms. McSharry were initially identified to this committee by a search firm and as a result of an extensive external nomination process.

In order to be elected as a director, each nominee must be appointed by an ordinary resolution and each must receive the affirmative vote of a majority of the votes cast by the holders of ordinary shares represented at the annual meeting in person or by proxy. If any nominee becomes unavailable for election as a result of an unexpected occurrence, the proxy holders will vote your proxy for the election of any substitute nominee as may be proposed by the nominating and corporate governance committee. Each nominee has agreed to serve if elected, and we have no reason to believe that any nominee will be unable to serve. If elected at the annual meeting, each nominee would serve as a director until the 2017 annual general meeting of shareholders and until his or her successor has been elected and qualified, or, if sooner, until his or her death, resignation, retirement, disqualification or removal. It is our policy to invite directors and nominees for director to attend annual general meetings of shareholders. Eleven directors attended our 2013 annual general meeting of shareholders.

The following includes a brief biography of each nominee for director and each of our other current directors, including their respective ages as of May 27, 2014. Each biography includes information regarding the specific experience, qualifications, attributes or skills that led the nominating and corporate governance committee and the board of directors to determine that the applicable nominee or other current director should serve as a member of the board of directors.

Class III Director Nominees for Election for a Three-Year Term Expiring at the 2017 Annual General Meeting

Bruce C. Cozadd, age 50, has served as our Chairman and Chief Executive Officer since the Azur Merger. He was a co-founder and has served (and continues to serve) as Chairman and Chief Executive Officer of Jazz Pharmaceuticals, Inc. since April 2009. From 2003 until 2009, he served as Jazz Pharmaceuticals, Inc. s Executive Chairman and as a

member of its board of directors. From 1991 until 2001, he held various positions with ALZA Corporation, a pharmaceutical company acquired by Johnson & Johnson, most recently as its Executive Vice President and Chief Operating Officer, with responsibility for research and development, manufacturing and sales and marketing. Previously at ALZA Corporation he held the roles of Chief Financial Officer and Vice President, Corporate Planning and Analysis. He serves on the boards of Cerus Corporation, a

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biomedical products company, Threshold Pharmaceuticals, Inc., a clinical stage biopharmaceutical company, and The Nueva School, a non-profit organization. He received a B.S. from Yale University and an M.B.A. from the Stanford Graduate School of Business. As our Chief Executive Officer, he brings to our board of directors a detailed knowledge of our business.

Heather Ann McSharry, age 52, has served as a member of our board of directors since May 2013. Ms. McSharry currently serves as a non-executive director on the boards of directors of several public and private companies, including Greencore Group plc, an international manufacturer of convenience foods, and CRH plc, an international building materials group. From 2006 to 2009, Ms. McSharry was Managing Director Ireland of Reckitt Benckiser, a multinational health, home and hygiene consumer products company. From 1989 to 2006, she held various positions at Boots Healthcare, a leading global consumer healthcare company, most recently as Managing Director of Boots Healthcare Ireland Limited. Ms. McSharry also serves on the board of directors of the Industrial Development Agency in Ireland, where she is Chair of the audit and finance committee. From 2007 to 2011, Ms. McSharry served on the board of directors of the Bank of Ireland, including serving on its audit committee from 2009 to 2011. Ms. McSharry holds a Bachelor of Commerce and a Master of Business Studies degree from University College Dublin. Ms. McSharry brings to our board of directors almost 30 years of experience in multiple international industries including healthcare, consumer goods and financial services.

Rick E Winningham, age 54, has served as a member of our board of directors since the Azur Merger and was a director of Jazz Pharmaceuticals, Inc. from 2010 until the Azur Merger. In May 2014, Mr. Winningham was appointed lead independent director of our board of directors. Since 2001, he has served as the Chief Executive Officer and since 2010, as Chairman of the board of directors of Theravance, Inc., a royalty management company. Since May 2014 he has also served as Chief Executive Officer and Chairman of the Board of Directors of Theravance Biopharma, Inc., a biopharmaceutical company. From 1986 to 2001, he held various positions with a pharmaceutical company, Bristol-Myers Squibb and its predecessor Bristol-Myers, including serving as the President of Bristol-Myers Squibb Oncology/Immunology/Oncology Therapeutics Network and, from 2000 to 2001, as its President of Global Marketing. He is the Chairman of the board of directors of the California Healthcare Institute (CHI) and is also a member of the Biotechnology Industry Organization s Board of Directors, serving on the Health Section Governing Board and Board Standing Committee on Reimbursement. Mr. Winningham holds an M.B.A. from Texas Christian University and a B.S. from Southern Illinois University. Mr. Winningham s experience in senior management positions in the pharmaceutical industry provides significant industry knowledge and operational and management expertise to our board of directors.

The board of directors recommends

a vote For each nominee named above.

Class I Directors Continuing in Office Until the 2015 Annual General Meeting

Peter Gray, age 59, has served as a member of our board of directors since May 2013 and was appointed as chairperson of our audit committee, effective as of April 7, 2014. Mr. Gray currently serves as Chairman of the board of directors of UDG Healthcare plc, an international provider of healthcare services, and as a business consultant to the pharmaceutical industry. In September 2011, Mr. Gray retired from his position as the Chief Executive Officer of ICON plc, a global provider of outsourced development services to the pharmaceutical, biotechnology and medical device industries, which he held since November 2002. At ICON plc, Mr. Gray previously served as Group Chief Operating Officer from June 2001 to November 2002 and Chief Financial Officer from June 1997 to June 2001. Mr. Gray holds a degree in law from Trinity College Dublin and is a chartered accountant. Based on his experience as Chief Executive Officer and Chief Financial Officer of ICON plc, Mr. Gray brings to our board of directors and audit

committee over 20 years of experience in financial and operational management within the pharmaceutical industry.

Kenneth W. O Keefe, age 47, has served as a member of our board of directors since the Azur Merger and was a director of Jazz Pharmaceuticals, Inc. from 2004 until the Azur Merger. Since January 2011 he has been

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Managing Partner of, and from 1997 to January 2011, he was Managing Director of, Beecken Petty O Keefe & Company, a private equity firm, which he co-founded. He serves on the boards of several privately held healthcare companies. He received a B.A. from Northwestern University and an M.B.A. from the University of Chicago. As a member of Beecken Petty O Keefe, Mr. O Keefe brings to our board of directors significant expertise in accounting and financial matters and in analyzing and evaluating financial statements, as well as substantial experience managing private equity investments. He serves or has served on the audit committee of several companies in the healthcare industry. As the former chairperson of our audit committee until April 7, 2014 and the chairperson of the audit committee of Jazz Pharmaceuticals, Inc. s board of directors for several years, Mr. O Keefe has detailed knowledge of our financial position and financial statements.

Catherine A. Sohn, Pharm. D., age 61, has served as a member of our board of directors since her election at the July 2012 annual general meeting of shareholders and was appointed as chairperson of our nominating and corporate governance committee, effective as of August 1, 2013. Dr. Sohn is the founder of Sohn Health Strategies, where since 2010 she has consulted to pharmaceutical, biotechnology, medical device and consumer healthcare companies in the areas of business strategy, business development and strategic product development. She joined the board of directors of Neuralstem, Inc., a biotechnology company, in January 2014 and has served as a director of Landec Corporation, a material sciences company, since November 2012. From 1982 to 2010, she was with GlaxoSmithKline plc, a pharmaceutical company (and with SmithKline Beecham plc before its merger with GlaxoWellcome plc), where she served most recently as Senior Vice President, Worldwide Business Development and Strategic Alliances in the GSK Consumer Healthcare division, and before that, she held a series of positions in Medical Affairs, Pharmaceutical Business Development, U.S. Product Marketing, and global strategic product development in the pharmaceutical division. Dr. Sohn started her career as Assistant Professor of Clinical Pharmacy at the University of the Sciences in Philadelphia, where she currently holds the position of Dean s Professor. She received a Pharm. D. from the University of California, San Francisco, School of Pharmacy. She also received a Certificate of Professional Development from the Wharton School at the University of Pennsylvania. Dr. Sohn brings to our board of directors almost three decades of product development and business development experience in the pharmaceutical industry and a global perspective that is directly relevant to our company.

Class II Directors Continuing in Office Until the 2016 Annual General Meeting

Paul L. Berns, age 47, has served as a member of our board of directors since the Azur Merger and was a director of Jazz Pharmaceuticals, Inc. from 2010 until the Azur Merger. In March 2014, Mr. Berns was appointed as the Chief Executive Officer and President of Anacor Pharmaceuticals, Inc., a biopharmaceutical company. He has served as a member of the board of directors of Anacor Pharmaceuticals, Inc. since 2012 and served as the Chairman of its board of directors since 2013. From September 2012 to March 2014, he was a self-employed consultant to the pharmaceutical industry. From March 2006 to September 2012, he served as the President and Chief Executive Officer, and as a member of the board of directors, of Allos Therapeutics, Inc., a pharmaceutical company acquired by Spectrum Pharmaceuticals, Inc. From July 2005 to March 2006, Mr. Berns was a self-employed consultant to the pharmaceutical industry. From June 2002 to July 2005, Mr. Berns was President, Chief Executive Officer and a director of Bone Care International, Inc., a specialty pharmaceutical company that was acquired by Genzyme Corporation in 2005. From 2001 to 2002, Mr. Berns served as Vice President and General Manager of the Immunology, Oncology and Pain Therapeutics business unit of Abbott Laboratories, a pharmaceutical company. From 2000 to 2001, he served as Vice President, Marketing of BASF Pharmaceuticals/Knoll, a pharmaceutical company, and from 1990 to 2000, Mr. Berns held various positions, including senior management roles, at Bristol-Myers Squibb Company, a pharmaceutical company. Mr. Berns joined the board of directors of Cellectar Biosciences, Inc. (formerly Novelos Therapeutics, Inc.) in November 2013 and has been a director of XenoPort, Inc. since 2005. Mr. Berns received a B.S. in Economics from the University of Wisconsin. With his experience as Chief Executive Officer of Allos Therapeutics, Anacor Pharmaceuticals and Bone Care International, and his experience serving on the boards of

directors of public companies, Mr. Berns provides significant management expertise and industry knowledge to our board of directors.

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Patrick G. Enright, age 52, has served as a member of our board of directors since the Azur Merger and was a director of Jazz Pharmaceuticals, Inc. from 2009 until the Azur Merger. Since 2006, Mr. Enright has served as a Managing Director of Longitude Capital, a venture capital firm, of which he is a founder. From 2002 through 2006, Mr. Enright was a Managing Director of Pequot Ventures, a venture capital investment firm, where he co-led the life sciences investment practice. He currently serves on the boards of directors of Corcept Therapeutics Incorporated, a pharmaceutical company, Esperion Therapeutics, Inc., a biopharmaceutical company, and several privately-held companies. In the past five years he also served as a director of Threshold Pharmaceuticals, Inc. and Sequenom, Inc. Mr. Enright received a B.S. from Stanford University and an M.B.A. from the Wharton School at the University of Pennsylvania. Based on his experience as a venture capital investor focused on life sciences companies and past work in the pharmaceutical industry, Mr. Enright brings to our board of directors over 25 years of operating experience and financial expertise in the life sciences industry.

Seamus Mulligan, age 53, has served as a member of our board of directors since the Azur Merger and was a founder and principal investor of Azur Pharma. Since 2013, Mr. Mulligan has served as Chairman and Chief Executive Officer of Adapt Pharma, plc, a specialty pharmaceutical company, and since 2006, Mr. Mulligan has served as the Executive Chairman of Circ Pharma Limited and its subsidiaries, a pharmaceutical development stage group. Mr. Mulligan served as our Chief Business Officer, International Business Development from the Azur Merger until February 2013. Mr. Mulligan served as Azur Pharma s Chairman and Chief Executive Officer and as a member of its board of directors from 2005 until the Azur Merger. From 1984 until 2004, he held various positions with Elan Corporation, plc, a pharmaceutical company, most recently as its Executive Vice President, Business and Corporate Development. Previously at Elan Corporation, he held the roles of President of Elan Pharmaceutical Technologies, the drug delivery division of Elan, Executive Vice President, Pharmaceutical Operations, Vice President, U.S. Operations and Vice President, Product Development. He served as a member of the board of directors of the U.S. National Pharmaceutical Council until 2004. Mr. Mulligan received a B.Sc (Pharm) and M.Sc from Trinity College Dublin. As a founder of Azur Pharma and a senior executive of Elan Corporation for 20 years, Mr. Mulligan brings his expertise in business development and deep knowledge of the pharmaceutical industry to our board of directors.

Norbert G. Riedel, Ph.D., age 56, has served as a member of our board of directors since May 2013 and was appointed chairperson of our compensation committee, effective as of August 1, 2013. Since January 2014, Dr. Riedel has served as the Chief Executive Officer and President of Naurex, Inc., a biopharmaceutical company. From 2001 to January 2013, he served as Corporate Vice President and Chief Scientific Officer of Baxter International Inc., a diversified healthcare company, where from 1998 to 2001, he also served as President and General Manager of the recombinant therapeutic proteins business unit and Vice President of Research and Development of the bioscience business unit. From 1996 to 1998, Dr. Riedel served as head of worldwide biotechnology and worldwide core research functions at Hoechst-Marion Roussel, now Sanofi-Aventis, a global pharmaceutical company. Dr. Riedel serves on the board of directors of Ariad Pharmaceuticals, Inc., a biotechnology company, and the board of directors of the Illinois Biotechnology Industry Organization. Dr. Riedel is also a member of the Austrian Academy of Sciences, the advisory board of Northwestern University s Kellogg School of Management Center for Biotechnology, and the Illinois Innovation Council. Dr. Riedel is an Adjunct Professor at Boston University School of Medicine and an Adjunct Professor of Medicine at Northwestern University s Feinberg School of Medicine. Dr. Riedel holds a Diploma in biochemistry and a Ph.D. in biochemistry from the University of Frankfurt. Dr. Riedel brings significant scientific, drug discovery and development, and commercial expertise to our board of directors with over 20 years of experience in the biotechnology and pharmaceutical industries.

There are no family relationships among any of our executive officers and directors.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Independence of the Board of Directors

As required under the NASDAQ Stock Market LLC listing standards, or NASDAQ listing standards, a majority of the members of a listed company s board of directors must qualify as independent, as affirmatively determined by the board of directors. Our board of directors consults with internal counsel to ensure that the board s determinations are consistent with relevant securities and other laws and regulations regarding the definition of independent, including those set forth in applicable NASDAQ listing standards, as in effect from time to time. Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and our company, its senior management and its independent registered public accounting firm, the board of directors affirmatively determined that all of our current directors as well as those directors serving on the board of directors during any portion of 2013 are (or were in the case of former directors) independent directors within the meaning of the applicable NASDAQ listing standards, except that Mr. Cozadd, our Chairman and Chief Executive Officer, and Mr. Mulligan, our former Chief Business Officer, International Business Development, are not independent directors by virtue of their employment (or past employment) with our company. In addition, our board of directors has determined that each member of the audit committee, compensation committee and nominating and corporate governance committee meets the applicable NASDAQ and SEC rules and regulations regarding independence and that each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to Jazz Pharmaceuticals plc.

Board Leadership Structure and Risk Oversight

Bruce Cozadd has served as our Chairman and Chief Executive Officer since the Azur Merger. Mr. Cozadd has served (and continues to serve) as Chairman and Chief Executive Officer of Jazz Pharmaceuticals, Inc. since April 2009. Prior to that, he was the Executive Chairman since the founding of Jazz Pharmaceuticals in 2003. We believe that a combined Chairman/Chief Executive Officer role helps provide strong, unified leadership for our management team and optimizes communication with our board of directors.

The board of directors believes that the Chief Executive Officer is best suited to serve as our Chairman because he is the member of the board of directors who is most familiar with our business as a whole, and the most capable of identifying and bringing to the attention of the full board of directors the strategic priorities and key issues facing the company. Having served for many years as a director of publicly-traded and privately-held companies and non-profit organizations and in executive management, Mr. Cozadd brings both a strategic and operational perspective to this combined position.

At meetings of our board of directors, the independent directors convene regularly scheduled executive sessions without the presence of management, and, in May 2014, the company established a lead independent director role with the responsibilities described below. Mr. Winningham currently serves as our lead independent director. In establishing the lead independent director role, the board of directors determined that having a lead independent director would help to ensure the effective independent functioning of the board of directors in its oversight responsibilities. The board of directors also believes the role of Chairman and Chief Executive Officer, together with the role of the lead independent director, provide an appropriate balance in the company s leadership. The lead independent director is appointed by our independent directors. Specific roles and responsibilities of the lead independent director include:

presiding at all meetings of the board of directors at which the Chairman is not present;

serving as the principal liaison between the independent directors and the Chairman;

coordinating the activities of the independent directors, including developing agendas for and presiding at executive sessions of the independent directors;

advising the Chairman on board and committee agendas, meeting schedules and information provided to other board members (including the quality, quantity and timeliness of such information); and

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discussing the results of the Chief Executive Officer s performance evaluation with the chairperson of the compensation committee.

The lead independent director also has the authority to call meetings of the independent directors of the board of directors and is available for consultation and communication with major shareholders, if requested. Our board of directors is currently comprised of ten directors, of whom eight are independent.

We believe that our directors provide effective oversight of risk management for our company, particularly as a result of the work of our committees and the ongoing dialogue between the full board, our Chairman and Chief Executive Officer and our lead independent director. Our audit committee is responsible for overseeing our financial reporting process on behalf of our board of directors and reviewing with management and our auditors, as appropriate, our major financial risk exposures and the steps taken by management to monitor and control these exposures. Our nominating and corporate governance committee oversees the company s risk management, other than with respect to risks related to the company s financial position or compensation policies, on behalf of our board of directors. Our compensation committee approves all material compensation plans for our company and reviews our compensation practices to ensure that they do not encourage excessive risk taking and provide appropriate incentives for meeting both short-term and long-term objectives and increasing shareholder value over time. At its meetings, our full board of directors receives reports concerning the management of the relevant risks from each committee, in addition to reports concerning material risks and concerns or significant updates on such matters from our General Counsel and other executive officers, as necessary.

Meetings of the Board

The Jazz Pharmaceuticals plc board of directors met five times during 2013 and did not act by written consent during the year. All directors attended at least 75% of the aggregate number of meetings of the board of directors and of the committees on which they served which were held during the portion of 2013 for which they were directors or committee members, respectively.

As required under applicable NASDAQ listing standards, in 2013, the independent directors met at each regularly scheduled board meeting in regularly scheduled executive sessions at which only independent directors were present.

Information About the Committees of the Board of Directors

The committees of the board of directors include an audit committee, a compensation committee and a nominating and corporate governance committee. Each of these committees is comprised solely of independent directors and has a separate chairperson. Each committee has a written charter approved by the board of directors, which reflects the applicable standards and requirements adopted by the SEC and NASDAQ. A copy of each committee charter can be found on our website, www.jazzpharmaceuticals.com, in the section titled About Us under the subsection titled Board Committees. In addition, in 2013 the board of directors had a transaction committee that met on an as-needed basis.

The following table provides membership information for 2013 for each of the audit committee, compensation committee and nominating and corporate governance committee:

Name	Audit	Compensation	Nominating and Corporate Governance
Paul L. Berns (1)	X	X*	X

Patrick G. Enright	X	X	
Peter Gray (2)	X		
Heather Ann McSharry (3)	X		X
James C. Momtazee (4)			X*
Kenneth W. O Keefe (5)	X*		
Norbert Riedel, Ph.D. (6)		X*	
Catherine A. Sohn, Pharm. D. (7)		X	X*
Rick E Winningham (8)		X	X

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* Served as committee chairperson during all or a portion of 2013.

(1) Mr. Berns served as chairperson of our compensation committee until August 1, 2013.

(2) Mr. Gray was appointed to our board of directors and our audit committee on May 2, 2013 and was appointed chairperson of our audit committee effective as of April 7, 2014.

(3) Ms. McSharry was appointed to our board of directors and our audit committee on May 2, 2013 and to our nominating and corporate governance committee on August 1, 2013.

(4) Mr. Momtazee served as chairperson of our nominating and corporate governance committee until August 1, 2013. Mr. Momtazee resigned from our board of directors effective as of January 8, 2014.

(5) Mr. O Keefe served as chairperson of our audit committee until April 7, 2014.

(6) Dr. Riedel was appointed to our board of directors and our compensation committee on May 2, 2013 and appointed chairperson of our compensation committee effective as of August 1, 2013.

(7) Dr. Sohn was appointed chairperson of our nominating and corporate governance committee effective as of August 1, 2013.

(8) Mr. Winningham was appointed to our nominating and corporate governance committee on August 1, 2013.

Audit Committee

The audit committee of the board of directors oversees our corporate accounting and financial reporting processes, our systems of internal control over financial reporting and audits of our financial statements, as well as the quality and integrity of our financial statements and reports and the qualifications, independence and performance of the auditors engaged as our independent registered public accounting firm for purposes of preparing or issuing an audit report or performing audit services. Specific responsibilities of the audit committee include:

evaluating the performance of and assessing the qualifications of the independent auditors;

determining and approving the engagement and remuneration of the independent auditors;

determining whether to retain or terminate the existing independent auditors or to appoint and engage new independent auditors;

determining and approving the engagement of the independent auditors to perform any proposed permissible non-audit services;

monitoring the rotation of partners of the independent auditors on our audit engagement team as required by applicable laws and rules;

reviewing and advising on the selection and removal of the head of our internal audit function, the activities and organizational structure of the internal audit function and the results of internal audit activities;

reviewing and approving the internal audit charter on an annual basis and the annual internal audit plan and budget;

meeting to review our annual audited financial statements, our quarterly financial statements and our financial press releases with management and the independent auditor, including reviewing our disclosures under *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in our annual and quarterly reports filed with the SEC;

reviewing, overseeing and approving transactions between our company and any related persons;

conferring with management, the internal auditors and the independent auditors regarding the scope, adequacy and effectiveness of our internal control over financial reporting;

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reviewing with management, the internal auditors and the independent auditors, as appropriate, major financial risk exposures and the steps taken by management to monitor and control these exposures; and

establishing procedures, when and as required under applicable laws and rules, for the receipt, retention and treatment of complaints received by our company (if any) regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The audit committee is currently composed of five directors: Messrs. Berns, Enright, Gray and O Keefe and Ms. McSharry. Our board of directors has determined that Messrs. Berns, Enright, Gray and O Keefe and Ms. McSharry meet the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the NASDAQ listing standards with respect to audit committee members. Our board of directors has also determined that each of Messrs. Enright, Gray and O Keefe and Ms. McSharry is an audit committee financial expert as such term is defined in Item 407(d)(5) of Regulation S-K. In making this determination, our board of directors considered the overall knowledge, experience and familiarity of each of Messrs. Enright, Gray and O Keefe and Ms. McSharry with accounting matters and in analyzing and evaluating financial statements, and, in the case of Messrs. Enright and O Keefe, managing private equity investments. Mr. Gray currently serves as chairperson of the audit committee.

The audit committee met four times during 2013 and did not act by written consent during the year.

Report of the Audit Committee of the Board of Directors [(1)]

The audit committee has reviewed and discussed the company s audited financial statements for the fiscal year ended December 31, 2013 with management of the company. The audit committee has discussed with KPMG, Dublin, the independent registered public accounting firm that audited the company s financial statements for the fiscal year ended December 31, 2013, the matters required to be discussed by Accounting Standard No. 16 Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board, or the PCAOB, in Release No. 2012-004. The audit committee has also received the written disclosures and the letter from KPMG, Dublin required by applicable requirements of the PCAOB regarding the independent accountants communications with the audit committee concerning independence, and has discussed with KPMG, Dublin that firm s independence. Based on the foregoing, the audit committee recommended to the board of directors that the audited financial statements be included in the company s annual report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2013.

Respectfully submitted,

The Audit Committee of the Board of Directors

Mr. Peter Gray (Chairperson)

Mr. Paul L. Berns

Mr. Patrick G. Enright

Ms. Heather Ann McSharry

Mr. Kenneth W. O Keefe

(1) The material in this report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

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Compensation Committee

The compensation committee oversees, reviews and approves our compensation policies, plans and programs, determines the compensation to be paid to our executive officers and directors, and prepares and reviews the compensation committee report included in our annual proxy statement. Specific responsibilities and authority of our compensation committee include:

- reviewing, modifying (as needed) and approving overall compensation strategy and policies;
- recommending to our board of directors for determination and approval the compensation and other terms of employment of our Chief Executive Officer and evaluating our Chief Executive Officer s performance in light of relevant goals and objectives;
- reviewing and approving the goals and objectives of our other executive officers and determining and approving the compensation and other terms of employment of these executive officers, as appropriate;
- reviewing and recommending to our board of directors the type and amount of compensation to be paid or awarded to the members of our board of directors;
- having the full power and authority of our board of directors regarding the adoption, amendment and termination of our compensation plans and programs and administering these plans and programs;
- having the authority, in its sole discretion, to retain or obtain, at the expense of the company, advice and assistance from compensation consultants and internal or external legal, accounting and other advisors;
- having direct responsibility for appointing, and providing compensation and oversight of the work of, any compensation consultants and other advisors retained by the compensation committee and considering the independence of each such advisor;
- periodically reviewing with our Chief Executive Officer the plans for succession to the offices of our executive officers and making recommendations to our board of directors with respect to the selection of appropriate individuals to succeed to these positions; and
- reviewing and discussing with management our disclosures contained under the caption Compensation Discussion and Analysis.

The compensation committee is currently composed of five directors: Messrs. Berns, Enright and Winningham, and Drs. Riedel and Sohn. Dr. Riedel currently serves as the chairperson of the compensation committee. Each member of the compensation committee meets the independence requirements of the NASDAQ listing standards with respect to

compensation committee members. In determining whether Messrs. Berns, Enright and Winningham and Drs. Riedel and Sohn are independent within the meaning of the NASDAQ listing standards pertaining to compensation committee membership that will be in effect for us as of the annual meeting, our board of directors determined, based on its consideration of factors specifically relevant to determining whether any such director has a relationship to us that is material to that director s ability to be independent from management in connection with the duties of a compensation committee member, that no member of the compensation committee has a relationship that would impair that member s ability to make independent judgments about compensation of our executive officers.

The compensation committee held five meetings during 2013 and did not act by written consent during the year. The compensation committee also had a number of informal discussions and consultations with one another and with Mr. Cozadd, our Chairman and Chief Executive Officer.

Compensation Committee Processes and Procedures

Typically, the compensation committee meets four times per year, generally on the same day as or near the time of regularly scheduled board meetings, with an additional meeting to approve the Compensation Discussion and Analysis included in this proxy statement and related matters, and with greater frequency if

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necessary. The agenda for each compensation committee meeting is usually developed by members of our human resources department and Chief Executive Officer, with input from members of our legal department, and is reviewed with the chairperson of the compensation committee. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by the compensation committee to make presentations, provide financial or other background information or advice or otherwise participate in compensation committee meetings. Mr. Cozadd may not participate in, or be present during, any deliberations or determinations of the compensation committee regarding his compensation. The charter of the compensation committee grants the compensation committee full access to all books, records, facilities and personnel of the company, as well as authority to obtain, at our expense, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the compensation committee considers necessary or appropriate in the performance of its duties. In particular, the compensation committee has the authority, in its sole discretion, to retain or obtain, at the expense of the company, compensation consultants to assist in its evaluation of executive compensation, and is directly responsible for the appointment, compensation and oversight of the work of its compensation consultants. The compensation committee has retained Radford, an Aon Hewitt company, as its independent compensation consultant to provide the compensation committee with peer group and additional market compensation data and advice concerning executive officers compensation, including base salaries, performance-based bonuses and long-term equity compensation.

Under its charter, the compensation committee may form, and delegate authority to, subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the board of directors, to grant stock awards under our equity compensation plans to persons other than our executive officers and directors. The compensation committee has delegated authority to a committee of at least two of our Chief Executive Officer, Chief Financial Officer, General Counsel, Senior Vice President, Human Resources and Principal Accounting Officer, while still also retaining authority for itself and for the board of directors, to approve discretionary equity grants under our 2011 Equity Incentive Plan, or the 2011 Plan, and our 2007 Equity Incentive Plan, or the 2007 Plan, as applicable, (i) to non-executive officer employees of our company or any of our subsidiaries as new hire grants, annual grants and promotion grants that are either (a) within the applicable ranges approved by the compensation committee depending on the level of the employee and the type of grant, or (b) in the aggregate with all annual grant, new hire and promotional grants do not exceed the maximum number approved by the compensation committee as subject to this delegated authority for any calendar year; (ii) to consultants that are within the ranges adopted by the compensation committee; (iii) to our President s Club participants (who are not executive officers) that are within the guidelines or limits for the President s Club program adopted by the compensation committee with respect to the year as to which the equity incentives are being granted; and (iv) to non-executive officer employees of or consultants to the company or any of its subsidiaries for extraordinary reasons, other than those listed in clauses (i) through (iii) above, that in the aggregate with all grants listed in clause (i), do not exceed the maximum number approved by the compensation committee as subject to this delegated authority for any calendar year. The purpose of this authority is to enhance our flexibility to administer equity incentives and to facilitate the timely grant of stock awards to non-executive officer employees of and consultants to the company within the specified guidelines approved by the compensation committee. As part of its oversight function, the compensation committee reviews, at each regularly scheduled meeting of the compensation committee, a report of any equity incentives granted under this delegated authority since the last regularly scheduled meeting. The compensation committee does not delegate any of its functions to others in determining executive compensation.

For additional information regarding our processes and procedures for the consideration and determination of executive compensation, including the role of Radford in the determination of executive compensation, see the section of this proxy statement entitled *Executive Compensation Compensation Discussion and Analysis*. With respect to director compensation matters, our compensation committee recommends to our board of directors and our board of directors determines and sets non-employee director compensation. Our compensation arrangements for our

non-employee directors are described under the section of this proxy statement entitled *Director Compensation*.

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Compensation Committee Interlocks and Insider Participation

From January to May 2013, our compensation committee was composed of four directors: Messrs. Berns, Enright and Winningham and Dr. Sohn. In May 2013, Dr. Riedel joined our compensation committee following his appointment to our board of directors. Please refer to the section of this proxy statement titled *Certain Transactions With or Involving Related Persons* for information concerning certain transactions with or involving investment funds affiliated with Mr. Enright.

None of the members of our compensation committee during 2013 has at any time been our officer or employee. None of our executive officers serve, or in the past fiscal year has served, as a member of the board of directors or the compensation committee of any entity that has one or more of its executive officers serving on our board of directors or compensation committee.

Compensation Committee Report [(1)]

The compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis contained herein. Based on this review and discussion, the compensation committee has recommended to the board of directors that the Compensation Discussion and Analysis be included in our proxy statement for the 2014 annual general meeting of shareholders and be included in the Annual Report on Form 10-K we filed with the SEC for the fiscal year ended December 31, 2013.

Respectfully submitted,

The Compensation Committee of the Board of Directors

Dr. Norbert G. Riedel, Ph.D. (Chair)

Mr. Paul L. Berns

Mr. Patrick G. Enright

Dr. Catherine A. Sohn, Pharm.D.

Mr. Rick E Winningham

Nominating and Corporate Governance Committee

The nominating and corporate governance committee of our board of directors is responsible for, among other things:

- overseeing all aspects of our corporate governance functions on behalf of our board of directors;
- making recommendations to our board of directors regarding corporate governance issues;

identifying, reviewing and evaluating candidates to serve on our board of directors, and reviewing and evaluating incumbent directors;

reviewing, evaluating and considering the recommendation for nomination of incumbent members for reelection to our board of directors and monitoring the size of our board;

recommending director candidates to our board of directors;

overseeing on behalf of our board of directors the company s compliance with applicable laws and regulations, other than the financial compliance issues overseen by the audit committee;

overseeing on behalf of our board of directors the company s risk management matters, other than with respect to risks related to the company s financial position or compensation policies overseen by the audit committee and compensation committee, respectively;

(1) The material in this report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

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evaluating director nominations and proposals by our shareholders and establishing policies, requirements, criteria and procedures in furtherance of the foregoing; and

reviewing, discussing and assessing the performance of our board of directors, including committees of our board of directors, seeking input from senior management, our full board of directors and others.

The nominating and corporate governance committee believes that candidates for director should have certain minimum qualifications, including the ability to read and understand basic financial statements, being over 21 years of age, and the highest personal integrity and ethics. The nominating and corporate governance committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to our affairs, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of our shareholders. However, the nominating and corporate governance committee retains the right to modify these qualifications from time to time. Members of the nominating and corporate governance committee obtain recommendations for potential directors from their and other board members contacts in our industry, and we or the nominating and corporate governance committee may from time to time engage a search firm to assist in identifying potential directors.

Candidates for director nominees are reviewed in the context of the then current composition of the board of directors, the operating requirements of the company and the long-term interests of shareholders. While we do not have a formal policy on board diversity, the nominating and corporate governance committee takes into account a broad range of diversity considerations when assessing director candidates, including individual backgrounds, skill sets, professional experience and other factors, which include gender and residency in and outside of the United States and Ireland, that contribute to our board of directors having an appropriate range of expertise, talents, experiences and viewpoints, and considers those diversity considerations, in view of the needs of the board of directors as a whole, when making decisions on director nominations. In the case of incumbent directors whose terms of office are set to expire, the nominating and corporate governance committee reviews these directors overall service to the company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors independence, to determine whether to recommend them to the board of directors for nomination for a new term. In the case of new director candidates, the nominating and corporate governance committee also determines whether the nominee is independent based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The nominating and corporate governance committee conducts appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the board of directors. The nominating and corporate governance committee meets to discuss and consider the candidates qualifications and then selects a nominee for recommendation to the board of directors.

In 2012, the company, at the direction of the nominating and corporate governance committee, engaged a search firm (as it had done in prior years) to conduct a search on our behalf for an audit committee financial expert with extensive Irish private limited company board experience and financial expertise gained as a chief financial officer of a public company, an audit partner at a major public accounting firm or a senior executive with responsibility for a division or corporation, in addition to experience in the healthcare or healthcare products industries. The company additionally charged the search firm with being mindful of the gender diversity of our board of directors in conducting this search. In 2013, the search firm identified and recommended Mr. Gray and Ms. McSharry as director candidates with extensive relevant experience. Dr. Riedel was initially identified to the nominating and corporate governance committee by our Chief Executive Officer in response to interest, on the part of the board of directors, in adding an independent director with a strong scientific background and significant experience managing research and development. The nominating and corporate governance committee reviewed the background and qualifications of

each of Mr. Gray, Ms. McSharry and Dr. Riedel and nominated them to our board of directors, which elected each of them to our board of directors in May 2013.

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The nominating and corporate governance committee, to date, has not adopted a formal policy with regard to the consideration of director candidates recommended by shareholders and will consider director candidates recommended by shareholders on a case-by-case basis, as appropriate. Shareholders wishing to recommend individuals for consideration by the nominating and corporate governance committee may do so by delivering a written recommendation to our Company Secretary at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland with the candidate s name, biographical data and qualifications and a document indicating the candidate s willingness to serve if elected. The nominating and corporate governance committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a shareholder or not.

To date, the nominating and corporate governance committee has not received any such nominations nor has it rejected a director nominee from a shareholder or shareholders holding more than 5% of our voting stock.

The nominating and corporate governance committee is currently composed of four directors: Messrs. Berns and Winningham, Ms. McSharry and Dr. Sohn. Dr. Sohn is currently chairperson of the nominating and corporate governance committee. Each member of the nominating and corporate governance committee meets the independence requirements of the NASDAQ listing standards.

The nominating and corporate governance committee met four times during 2013 and did not act by written consent.

Shareholder Communications with the Board of Directors

To date, we have not adopted a formal process related to shareholder communications with the board of directors. Nevertheless, every effort has been made to ensure that the views of shareholders are heard by the board of directors or individual directors, as applicable, and that appropriate responses are provided to shareholders in a timely manner. We believe that our responsiveness to shareholder communications to the board of directors has been excellent. As a result, the board of directors believes that there has not been a need to adopt a formal process for shareholder communications with the board.

Code of Conduct

Our Code of Conduct applies to all of our employees, directors and officers, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and those of our subsidiaries. The Code of Conduct is available on our website at www.jazzpharmaceuticals.com under the section entitled About Us at Corporate Responsibility. Shareholders may request a free copy of the Code of Conduct by submitting a written request to Jazz Pharmaceuticals plc, Attention: Investor Relations, Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland. If we make any substantive amendments to the Code of Conduct or grant any waiver from a provision of the Code of Conduct to any executive officer or director, we will promptly disclose the nature of the amendment or waiver on our website.

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PROPOSAL 2

APPROVE APPOINTMENT OF INDEPENDENT AUDITORS

AND AUTHORIZE THE AUDIT COMMITTEE TO DETERMINE THEIR REMUNERATION

The audit committee of the board of directors is responsible for the appointment, remuneration and retention of our independent auditors. The audit committee has selected KPMG, a registered public accounting firm, as our independent auditors to audit our consolidated financial statements for the year ending December 31, 2014, and our shareholders are being asked in this proposal to approve such appointment and to authorize the audit committee to determine KPMG s remuneration.

As described elsewhere in this proxy statement, Jazz Pharmaceuticals, Inc. was treated as the acquiring company in the Azur Merger for accounting purposes, and, as a result, the historical consolidated financial statements of Jazz Pharmaceuticals, Inc. became our consolidated financial statements upon the consummation of the Azur Merger. Ernst &Young LLP was the independent registered public accounting firm that audited the financial statements of Jazz Pharmaceuticals, Inc. for the fiscal year ended December 31, 2011. Ernst &Young LLP had audited Jazz Pharmaceuticals, Inc. s financial statements since its inception in 2003.

Since we are an Irish company, our statutory auditor is required under the Irish Companies Acts of 1963 to 2013 to be based in Ireland. In addition, we determined that our independent registered public accounting firm should be based in Ireland. In order to implement this decision, on January 13, 2012, in connection with but prior to consummation of the Azur Merger, the board of directors of Azur Pharma, in consultation with the audit committee of the board of directors of Jazz Pharmaceuticals, Inc., approved the engagement of KPMG as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ended December 31, 2012, with such engagement effective upon consummation of the Azur Merger on January 18, 2012.

Ernst & Young LLP remained as the independent registered public accounting firm of Jazz Pharmaceuticals, Inc. during the period necessary to complete the audit for the year ended December 31, 2011. Our audit committee dismissed Ernst & Young LLP as the independent registered public accounting firm of Jazz Pharmaceuticals, Inc. upon the delivery by Ernst & Young LLP of its audit report for the Jazz Pharmaceuticals, Inc. financial statements for the year ended December 31, 2011, which delivery and dismissal were effective on February 28, 2012.

For the fiscal year ended December 31, 2011, no report by Ernst & Young LLP on the Jazz Pharmaceuticals, Inc. financial statements contained an adverse opinion or a disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal year ended December 31, 2011 and the subsequent interim period through February 28, 2012, (i) there were no disagreements with Ernst & Young LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Ernst & Young LLP s satisfaction, would have caused Ernst & Young LLP to make reference to the subject matter of the disagreement in connection with its report, and (ii) there were no reportable events of the type described in Item 304(a)(1)(v) of Regulation S-K.

We provided Ernst & Young LLP with copies of the statements in the preceding paragraph, which statements we also filed with the SEC on January 18, 2012 and February 28, 2012, in each case on a Form 8-K, and in each case requested that Ernst & Young LLP furnish to us a letter addressed to the SEC stating whether or not it agrees with the above statements made by us in response to Item 304(a) of Regulation S-K. Copies of those letters, dated January 18, 2012 and February 28, 2012, are filed as Exhibit 16.1 to the applicable Form 8-K.

Prior to the Azur Merger, KPMG served as the statutory auditor and the independent registered public accounting firm of Azur Pharma. During the fiscal year ended December 31, 2011, and during the subsequent interim period through January 18, 2012, neither Jazz Pharmaceuticals, Inc. (as the accounting acquirer in the Azur Merger and our predecessor) nor anyone acting on its behalf consulted KPMG regarding either: (i) the

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application of accounting principles to any transaction, either completed or proposed, or the type of audit opinion that might be rendered on its financial statements, and either a written report was provided or oral advice was provided that KPMG concluded was an important factor that Jazz Pharmaceuticals, Inc. considered in reaching a decision as to the accounting, auditing or financial reporting issue, or (ii) any other matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K, or a reportable event of the type described in Item 304(a)(1)(v) of Regulation S-K.

Representatives of KPMG are expected to be present at the annual meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions. Representatives of Ernst & Young LLP are not expected to be present at the annual meeting.

Independent Registered Public Accounting Firm Fees and Services

In connection with the audit of our 2013 financial statements, we entered into an engagement agreement with KPMG which sets forth the terms under which KPMG performed audit and tax services for the company.

The following table represents aggregate fees billed to us for the years ended December 31, 2013 and 2012 by KPMG, our independent registered public accounting firm (in thousands):

	Year Ended December 31,	
	2013	**2012**
Audit Fees	$ 1,240	$ 1,706
Audit-Related Fees	73	70
Tax Fees	1,275	2,183
Tax compliance services	*522*	*119*
Tax advisory services	*753*	*2,064*
All Other Fees	3	3
Total Fees	$ 2,591	$ 3,962

Audit Fees: Consists of fees and expenses for professional services in respect of the audit of the company s consolidated financial statements and of our internal control over financial reporting, the review of quarterly consolidated financial statements and statutory audits.

Audit-Related Fees: Consists of fees for assurance and related services that are reasonably related to the performance of the audit and the review of the financial statements and which are not reported under Audit Fees.

Tax Fees: Consists of fees and expenses for professional services for tax compliance, tax advice and tax planning. Tax compliance services consist of professional services related to domestic and international tax compliance, and assistance with domestic and international tax return preparation. Tax advisory service fees relate to tax advice and planning services provided to us in connection with significant transactions undertaken by the company in 2012 and 2013. During the year ended December 31, 2013, fees and expenses of approximately $522,000 were billed in connection with tax compliance services and of approximately $753,000 were billed in connection with tax advice and planning services. During the year ended December 31, 2012, fees and expenses of approximately $119,000 were billed in connection with tax compliance services and of approximately $2,064,000 were billed in connection with tax advice and planning services. The higher level of tax advice and planning fees and expenses billed in 2012 included

$760,000 billed for services provided in connection with the Azur Merger, which was a significant, complex transaction for our company that resulted in us transitioning from being a Delaware corporation to being a public limited company incorporated in, and a tax resident of, Ireland. The remainder of the tax advice and planning fees and expenses billed in 2012 included services provided in connection with two other significant transactions that occurred in that year: the EUSA Acquisition and the disposition of our women s health business.

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All Other Fees: Consists of fees for products and services other than the services described above. For the years ended December 31, 2013 and 2012, these are fees paid in connection with access to the online accounting and tax research tool of KPMG.

All fees described above for the years ended December 31, 2013 and 2012 were approved by our audit committee.

Pre-Approval Policies and Procedures

Our audit committee has a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm. Our policy generally requires the pre-approval of specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of the audit committee s approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of the audit committee s members, but the decision must be reported to the full audit committee at its next scheduled meeting.

Our audit committee determined that the rendering of the services other than audit services by our independent registered public accounting firm is compatible with maintaining the principal accountant s independence.

Required Vote

The appointment of KPMG as the independent auditors of the company for the fiscal year ending December 31, 2014 and the authorization of the audit committee to determine the auditors remuneration is an ordinary resolution and must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved.

The board of directors recommends a vote For Proposal 2.

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PROPOSAL 3

AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY

TO MAKE MARKET PURCHASES OF THE COMPANY S ORDINARY SHARES

In 2013, we received shareholder authorization to make open-market purchases of our ordinary shares. Our management believes it is important to continue to preserve our flexibility to manage the number of our outstanding ordinary shares. The company may currently effect repurchases either pursuant to the market purchase authorization approved by our shareholders at our 2013 annual general meeting of shareholders or under the redemption authority in the company s articles of association.

In May 2013, our board of directors authorized a share repurchase program pursuant to which we may repurchase a number of ordinary shares having an aggregate repurchase price of up to $200 million. During 2013, we repurchased 1.8 million of our ordinary shares in open-market repurchases pursuant to our share repurchase program. All repurchases under our current share repurchase program have been effected as redemptions pursuant to the company s articles of association, and whether or not this Proposal 3 is approved by our shareholders, the company will retain its ability to effect repurchases as redemptions pursuant to its articles of association, although after January 31, 2015, subsidiaries of the company will not be able to make market purchases of our ordinary shares if this Proposal 3 is not approved.

In this proposal, shareholders are being asked to authorize the company and/or any of its subsidiaries to make open-market purchases of up to 5,785,441 ordinary shares, which is equal to 10% of the company s issued ordinary shares outstanding as of December 31, 2013, in accordance with the Irish Companies Act 1990, for 18 months from the date of such authorization. Accordingly, if this Proposal 3 is approved by our shareholders, the authority conferred thereby will expire on the close of business on January 30, 2016, unless re-approved by our shareholders prior to such date. Acquisitions of our ordinary shares under this authority would be made only at price levels that the board of directors considers to be in the best interests of the shareholders generally, after taking into account the company s overall financial position. In addition, this authority is being requested to make repurchases at a price not less than 80% or more than 110% of the then closing market price of those shares on the NASDAQ Global Select Market on the day preceding the day on which the relevant share is purchased.

In order for the company or any of its subsidiaries to make market purchases of the company s ordinary shares pursuant to the authority conferred under this Proposal 3, such shares must be purchased on a recognized stock exchange. The NASDAQ Global Select Market, on which the company s ordinary shares are listed, is specified as a recognized stock exchange for this purpose by Irish law. This general authority, if approved by our shareholders, will become effective from the date of the annual meeting.

The board of directors is asking our shareholders to vote For the following resolution:

RESOLVED, that the company and any subsidiary of the company is hereby generally authorized to make overseas market purchases of ordinary shares in the company (shares) on such terms and conditions and in such manner as the board of directors (or a duly constituted committee thereof) of the company may determine from time to time but subject to the provisions of the Irish Companies Act 1990 and to the following provisions:

a) The maximum number of shares authorized to be acquired by the company and/or any subsidiary of the company pursuant to this resolution shall not exceed, together with any other valid and existing authority approved by shareholders, in the aggregate, 10% of the company s issued ordinary shares outstanding as of December 31, 2013.

b) The maximum price to be paid for any ordinary share shall be an amount equal to 110% of the closing price on the NASDAQ Global Select Market for the ordinary shares on the trading day preceding the day on which the relevant ordinary share is purchased by the company or by the relevant subsidiary of the company, and the minimum price to be paid for any ordinary share shall be an amount equal to 80% of the closing price on the NASDAQ Global Select Market for the ordinary shares on the trading day preceding the day on which the relevant ordinary share is purchased by the company or by the relevant subsidiary of the company.

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c) This general authority will be effective from the date of passing of this resolution and will expire 18 months from the date of the passing of this resolution, unless previously varied or revoked or in accordance with the provisions of section 215 of the Irish Companies Act 1990. The company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

The proposal to authorize the company and/or any subsidiary of the company to make market purchases of the company s ordinary shares is an ordinary resolution and must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved.

The board of directors recommends a vote For Proposal 3.

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PROPOSAL 4

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our shareholders are entitled to vote to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC. This nonbinding advisory vote is commonly referred to as a say-on-pay vote.

At our 2012 annual general meeting of shareholders, we asked our shareholders to indicate if we should hold a say-on-pay vote every year, every two years or every three years. The shareholders indicated by advisory vote their preference to hold a say-on-pay vote every year. After consideration of the voting results, the board of directors elected to hold a shareholder say-on-pay vote every year. Accordingly, at our 2013 annual general meeting of shareholders, we provided our shareholders with the opportunity to cast an advisory vote regarding the compensation of our named executive officers as disclosed in the proxy statement for our 2013 annual general meeting of shareholders. At our 2013 annual general meeting of shareholders, the shareholders overwhelmingly approved the proposal, with approximately 98% of the votes cast voting in favor of the proposal. This year we are again asking our shareholders to vote For the advisory approval of the compensation of our named executive officers as disclosed in this proxy statement.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. The compensation of our named executive officers subject to the vote is disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosure contained in this proxy statement. As discussed in those disclosures, our compensation committee believes that our executive compensation program is appropriately designed and reasonable in light of the executive compensation programs of our peer group companies, as well as responsible in that it encourages executive officers to work for meaningful shareholder returns consistent with our pay-for-performance philosophy. The goals of our executive compensation program are to align executive officers compensation with our business objectives and the interests of our shareholders and to incentivize and reward executive officers for our success. Specifically, we have an executive compensation program that combines short- and long-term components, cash and equity, and fixed and contingent payments, in the proportions that we believe are the most appropriate to incentivize and reward our executive officers for achieving our corporate goals while minimizing incentives for excessive risk taking. We place significant emphasis on pay-for-performance-based incentive compensation programs, so that targeted compensation can be achieved only if performance goals are met and, in the case of our stock option awards, only if our share price appreciates over time. We also strive to ensure that our compensation program for our executive officers stays competitive to help attract, as needed, and retain talented individuals to manage and operate all aspects of our business. To execute this compensation philosophy, the compensation committee regularly assesses our individual and total compensation programs against comprehensive market data and utilizes an independent compensation consultant to engage in ongoing review of all aspects of our executive compensation programs. Our compensation committee believes that the compensation policies and elements described in this proxy statement provide the necessary incentives to properly align our executive officers performance with the interests of our shareholders while maintaining equitable and competitive executive compensation practices that enable us to attract and retain the highest caliber of executives.

The board of directors is asking our shareholders to indicate their support for the compensation of our named executive officers as described in this proxy statement by casting a nonbinding advisory vote For the following resolution:

RESOLVED, that the compensation paid to Jazz Pharmaceuticals named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

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Because the vote is advisory, it is not binding on the board of directors or the company. Nevertheless, the views expressed by our shareholders, whether through this vote or otherwise, are important to management and the board of directors and, accordingly, the board of directors and the compensation committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

Unless our board of directors modifies its policy on the frequency of future advisory votes on the compensation of our named executive officers, the next advisory vote on the compensation of our named executive officers will be held at the 2015 annual general meeting of shareholders.

Advisory approval of the compensation of our named executive officers is an ordinary resolution and must receive the affirmative vote of a majority of the votes cast in person or by proxy at the annual meeting in order to be approved.

The board of directors recommends a vote For Proposal 4.

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SECURITY OWNERSHIP OF

CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of our ordinary shares as of May 15, 2014 (except as noted) by: (i) each director and each nominee for director; (ii) each of the executive officers named in the Summary Compensation Table (referred to throughout this proxy statement as our named executive officers); (iii) all of our executive officers and directors as a group; and (iv) all those known by us to be beneficial owners of more than five percent of our ordinary shares.

	Beneficial Ownership (2)	
Name and Address of Beneficial Owner (1)	**Number of Shares**	**Percentage of Total**
5% Shareholders:		
Putnam Investment, LLC (3) One Post Office Square Boston, MA 02109	7,189,648	12.1%
FMR LLC (4) 82 Devonshire Street Boston, MA 02109	5,867,494	9.9%
Named Executive Officers and Directors:		
Bruce C. Cozadd (5)	612,599	1.0%
Kathryn Falberg (6)	134,595	*
Suzanne Sawochka Hooper (7)	52,424	*
Russell J. Cox (8)	97,828	*
Fintan Keegan (9)	45,500	*
Paul L. Berns (10)	14,496	*
Patrick G. Enright (11)	419,734	*
Peter Gray (12)	4,445	*
Heather Ann McSharry (13)	4,445	*
Seamus Mulligan (14)	1,461,930	2.5%
Kenneth W. O Keefe (15)	33,124	*
Norbert G. Riedel, Ph.D. (16)	4,445	*
Catherine A. Sohn, Pharm.D. (17)	9,930	*
Rick E Winningham (18)	19,962	*
All directors and executive officers as a group (16 persons) (19)	2,824,526	4.7%

* Less than 1%.

(1) Unless otherwise provided in the table above or in the notes below, the address for each of the beneficial owners listed is c/o Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

(2) This table is based upon information supplied by officers, directors and shareholders known by us to be beneficial owners of more than five percent of our ordinary shares. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the shareholders named in this table has sole voting and investment power with respect to the ordinary shares indicated as beneficially owned. Applicable percentages are based on 59,430,033 ordinary shares outstanding on May 15, 2014, adjusted as required by rules promulgated by the SEC. The number of shares beneficially owned includes ordinary shares issuable pursuant to the exercise of stock options that are exercisable and restricted stock units, or RSUs, that will vest within 60 days of May 15, 2014, and shares credited to individual non-employee director phantom stock accounts as of May 15, 2014 under our Amended and Restated Directors Deferred Compensation Plan, which is referred in this proxy statement as the Directors Deferred Plan. Amounts credited to individual non-employee director phantom stock accounts under our Directors Deferred Plan are payable solely in our ordinary shares, but such shares do not have

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current voting or investment power. Shares issuable pursuant to the exercise of stock options that are exercisable and RSUs that will vest within 60 days of May 15, 2014 and shares issuable pursuant to our Directors Deferred Plan are deemed to be outstanding and beneficially owned by the person to whom such shares are issuable for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(3) This information is based on a notification required by Section 67 of the Irish Companies Act 1990, or Section 67 Notification, provided to us by Putnam Investments, LLC, or Putnam, on May 13, 2014, reporting the holdings of Putnam as of May 9, 2014. According to the Section 67 Notification, the shares reflected as beneficially owned by Putnam consist of 7,099,560 ordinary shares held by Putnam Investment Management, LLC, or PIM, 60,759 ordinary shares held by The Putnam Advisory Company, LLC, or PAC, 18,000 ordinary shares held by Putnam Investments Limited, or PIL, and 11,329 ordinary shares held by Putnam Fiduciary Trust Company, or PFTC. Each of PIM, PAC, PIL and PFTC is an affiliated entity of Putnam. As of May 9, 2014, Putnam held indirect voting rights over all 7,189,648 ordinary shares reported. The Section 67 Notification provided to us by Putnam provides information only as of May 9, 2014 and, consequently, the beneficial ownership of the above-mentioned entities may have changed between May 9, 2014 and May 15, 2014.

(4) This information is based on a Section 67 Notification provided to us by FMR LLC, or FMR, on May 14, 2014, reporting the holdings of FMR as of May 9, 2014. According to the Section 67 Notification, the shares reflected as indirectly owned by FMR consist of 5,489,233 ordinary shares held by Fidelity Management & Research Company Inc., or FMRC, 150 ordinary shares held by Fidelity Investments Money Management, Inc., or FIMM, 229,300 ordinary shares held by Pyramis Global Advisors Trust Company, or PGATC, 73 ordinary shares held by Strategic Advisers Group, or SAG, and 148,738 ordinary shares held by Crosby Advisors LLC, or CA. Each of FMRC, FIMM, PGATC, SAG and CA is an affiliated entity of FMR. As of May 9, 2014, FMR held indirect voting rights over all 5,867,494 ordinary shares reported. The Section 67 Notification provided to us by FMR provides information only as of May 9, 2014, and, consequently, the beneficial ownership of the above-mentioned entities may have changed between May 9, 2014 and May 15, 2014.

(5) Includes 151,289 ordinary shares Mr. Cozadd has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(6) Includes 95,137 ordinary shares held by Ms. Falberg as of March 9, 2014 and 39,458 ordinary shares Ms. Falberg had the right to acquire pursuant to options exercisable within 60 days of March 9, 2014. Ms. Falberg resigned from her position as our Chief Financial Officer effective as of March 9, 2014.

(7) Includes 43,539 ordinary shares Ms. Hooper has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(8) Includes 85,657 ordinary shares Mr. Cox has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(9) Includes 39,478 ordinary shares Mr. Keegan has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(10) Includes 4,691 ordinary shares issuable to Mr. Berns pursuant to our Directors Deferred Plan as of May 15, 2014 and 8,625 ordinary shares Mr. Berns has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(11) Includes 9,929 ordinary shares issuable to Mr. Enright pursuant to our Directors Deferred Plan as of May 15, 2014 and 8,625 ordinary shares Mr. Enright has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014. Also includes 392,142 ordinary shares held by Longitude Venture Partners, L.P. and 7,858 ordinary shares held by Longitude Capital Associates, L.P. The funds named in this footnote (11) are sometimes referred to herein as the Longitude Funds. Each of Mr. Enright and Juliet Tammenoms Bakker are managing members of Longitude Capital Partners, LLC, which is the general partner of each of the Longitude Funds, and may be deemed to have shared voting and dispositive power with respect to the ordinary shares held by the Longitude Funds. Each of Mr. Enright and Ms. Bakker disclaims beneficial ownership of all such ordinary shares except to the extent of such person s proportionate pecuniary interest therein.

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(12) Includes 3,111 ordinary shares Mr. Gray has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(13) Includes 3,111 ordinary shares Ms. McSharry has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(14) Includes 8,625 ordinary shares Mr. Mulligan has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(15) Includes 22,249 ordinary shares issuable to Mr. O Keefe pursuant to our Directors Deferred Plan as of May 15, 2014 and 8,625 ordinary shares Mr. O Keefe has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(16) Includes 3,111 ordinary shares Dr. Riedel has the right to acquire pursuant to options exercisable and 1,334 shares Dr. Riedel has the right to acquire pursuant to RSUs scheduled to vest, in each case within 60 days of May 15, 2014.

(17) Includes 9,236 ordinary shares Dr. Sohn has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(18) Includes 8,625 ordinary shares Mr. Winningham has the right to acquire pursuant to options exercisable within 60 days of May 15, 2014.

(19) Includes 400,000 ordinary shares held by entities affiliated with Mr. Enright, 414,301 ordinary shares that our executive officers and non-employee directors have the right to acquire pursuant to options exercisable within 60 days of May 15, 2014, 1,334 ordinary shares that our executive officers and non-employee directors are expected to receive pursuant to RSUs scheduled to vest within 60 days of May 15, 2014, and 36,869 ordinary shares issuable to non-employee directors pursuant to the Directors Deferred Plan as of May 15, 2014. Does not include 95,137 shares held by Ms. Falberg as of March 9, 2014 or 39,458 ordinary shares Ms. Falberg had the right to acquire pursuant to options exercisable within 60 days of March 9, 2014. Ms. Falberg resigned from her position as our Chief Financial Officer effective as of March 9, 2014. See footnotes (5) through (18) above.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the Securities and Exchange Commission, or SEC, initial reports of ownership and reports of changes in ownership of our ordinary shares and other equity securities. Officers, directors and greater than ten percent shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2013, all Section 16(a) filing

requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with, except that a Form 4 originally filed on May 20, 2013 by Russell Cox, an executive officer, omitted reporting his exercise of a stock option, which exercise was subsequently reported on a Form 5 filed on February 12, 2014, and a Form 4 reporting a sale of ordinary shares by Fintan Keegan on March 7, 2013 in order to satisfy tax obligations arising from the vesting of RSUs was filed late, on August 14, 2013.

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EXECUTIVE OFFICERS

The following table sets forth certain information regarding our executive officers as of May 27, 2014:

Name	Age	Position
Bruce C. Cozadd	50	Chairman and Chief Executive Officer
Russell J. Cox	51	Executive Vice President and Chief Operating Officer
Suzanne Sawochka Hooper	48	Executive Vice President and General Counsel
Fintan Keegan	55	Executive Vice President, Technical Operations
Jeffrey K. Tobias, M.D.	59	Executive Vice President, Research and Development and Chief Medical Officer
Karen J. Wilson	51	Senior Vice President, Finance and Principal Accounting Officer
Matthew P. Young	45	Senior Vice President and Chief Financial Officer

Bruce C. Cozadd. Biographical information regarding Mr. Cozadd is set forth above under *Proposal 1 Election of Directors Class III Director Nominees for Election for a Three-Year Term Expiring at the 2017 Annual General Meeting*.

Russell J. Cox was appointed our Executive Vice President and Chief Operating Officer as of May 2014. He served as our Executive Vice President and Chief Commercial Officer from March 2012 until May 2014 and served as our Senior Vice President, Sales and Marketing from the Azur Merger until March 2012. Prior to the Azur Merger, he served in a variety of senior management roles since joining Jazz Pharmaceuticals, Inc. in 2010. From January 2009 to January 2010, he was Senior Vice President and Chief Commercial Officer of Ipsen Group, a pharmaceutical company, and from 2007 until December 2008, he was Vice President of Marketing at Tercica, Inc. (acquired by Ipsen Group), a biotechnology company. From 2003 to 2007, he was with Scios Inc. (acquired by Johnson and Johnson later in 2003), where he also held the role of Vice President, Marketing. Prior to 2003, Mr. Cox was with Genentech, Inc. for 12 years, where he was a Product Team Leader responsible for the Growth Hormone franchise and led numerous product launches as a Group Product Manager. Mr. Cox received a B.S. in Biomedical Science from Texas A&M University.

Suzanne Sawochka Hooper was appointed our Executive Vice President and General Counsel as of March 2012. From 1999 through early 2012, she was a partner in the law firm Cooley LLP. Ms. Hooper served for several years as a member of Cooley s Management Committee and as Vice Chair of the firm s Business Department. While at Cooley, Ms. Hooper practiced corporate and securities law, primarily with companies and investors in the life sciences industry. Ms. Hooper received a J.D. from the University of California, Berkeley, Boalt Hall School of Law and a B.A. in Political Science from the University of California, Santa Barbara. Ms. Hooper is a member of the State Bar of California.

Fintan Keegan was appointed our Executive Vice President, Technical Operations as of July 2012 and served as our Senior Vice President of Technical Operations from the Azur Merger until July 2012. Prior to the Azur Merger, he was Senior Vice President and Chief Technical Officer of Azur Pharma from 2006 until the Azur Merger, where he was responsible for quality, regulatory, compliance, supply chain and development. Prior to his work with Azur Pharma, Mr. Keegan most recently served as Vice President of Quality and Regulatory for Elan Corporation, plc. He also held various positions with Wyeth Pharmaceuticals, Inc., Merck & Co., Inc. and at a clinical contract research organization. Mr. Keegan holds a B.Sc and a H. Dip in Pharmaceutical Manufacturing Technology from Trinity College Dublin and a M.Sc from the School of Chemistry, University of Bristol, in the United Kingdom.

Jeffrey K. Tobias, M.D., was appointed our Executive Vice President, Research and Development and Chief Medical Officer as of March 2012 and served as our Senior Vice President, Research and Development and Chief Medical Officer from the Azur Merger until March 2012. Prior to the Azur Merger, he served as Jazz Pharmaceuticals, Inc. s Senior Vice President, Research and Development and Chief Medical Officer since joining Jazz Pharmaceuticals, Inc. in October 2011. From January 2010 to October 2011, Dr. Tobias served as

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Executive Vice President, Research and Development at NeurogesX, Inc.; previously, he served as NeurogesX s Chief Medical Officer since November 2005. Dr. Tobias was founder and managing director of the Aquila Consulting Group, LLC, a biopharmaceutical consulting firm, from September 1996 to November 2005. Prior to these activities, Dr. Tobias was a Director, New Product Discovery at ALZA Corporation, Director, Clinical Development at Chiron Corporation and Director, Clinical Research at Xoma Corporation. Dr. Tobias received board certification in both Internal Medicine and Pulmonary Medicine and completed training in Critical Care Medicine at the University of California, Los Angeles. He received an M.D. with honors and a B.A. from the University of Illinois.

Karen J. Wilson was appointed our Senior Vice President, Finance and Principal Accounting Officer as of February 2013 and served as our Vice President, Finance and Principal Accounting Officer from the Azur Merger until February 2013. Prior to the Azur Merger, she served as Jazz Pharmaceuticals, Inc. s Vice President, Finance since February 2011 and was appointed Principal Accounting Officer in March 2011. From 2009 to January 2011, Ms. Wilson served as Vice President of Finance and Principal Accounting Officer at PDL BioPharma, Inc., a biotechnology company. From 2005 to 2009, she served as a principal at the consulting firm Wilson Crisler LLC. Previously, from 2001 to 2004, she was Chief Financial Officer of ViroLogic, Inc., a biosciences company. Prior to joining ViroLogic, Ms. Wilson served as Chief Financial Officer and Vice President of Operations for Novare Surgical Systems, Inc. from 1999 to 2001. Prior to 1999, Ms. Wilson worked for Deloitte & Touche LLP for ten years, serving clients in both the medical and technology fields. Ms. Wilson is a Certified Public Accountant in the State of California and received a B.S. in Business from the University of California, Berkeley.

Matthew P. Young was appointed our Senior Vice President and Chief Financial Officer as of March 2014 and previously served as our Senior Vice President, Corporate Development since April 2013. Prior to joining us, Mr. Young worked in investment banking for approximately 20 years. From February 2009 to April 2013, Mr. Young served as a managing director in global healthcare of Barclays Capital Inc., an investment banking firm, where his role included acting as the co-head of life sciences at Barclays Capital. From 2007 to 2008, Mr. Young served as a managing director of Citigroup Global Markets Inc., an investment banking firm, and from 2003 to 2007, as a managing director of Lehman Brothers Inc., an investment banking firm. From 1992 to 2003, Mr. Young served in various capacities at other investment banking firms. Mr. Young received a B.S. in Economics and an M.B.A. from the Wharton School of the University of Pennsylvania.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the material elements of compensation for the individuals who served as our principal executive officer, principal financial officer and three other most highly compensated executive officers as of December 31, 2013, or the named executive officers: Bruce C. Cozadd, Chairman and Chief Executive Officer, Kathryn E. Falberg, former Executive Vice President and Chief Financial Officer, Suzanne Sawochka Hooper, Executive Vice President and General Counsel, Russell J. Cox, Executive Vice President and Chief Operating Officer and Fintan Keegan, Executive Vice President, Technical Operations. Ms. Falberg resigned from her position as our Executive Vice President and Chief Financial Officer in March 2014.

Executive Summary

The compensation committee believes that our executive compensation program is appropriately designed and reasonable in light of the executive compensation programs of our peer group companies and in line with our business strategy and priorities. The compensation committee also believes that our executive compensation program is responsible in that it encourages executive officers to work for meaningful shareholder returns consistent with our pay-for-performance philosophy, without encouraging our executive officers to assume excessive risks.

2013 was an outstanding year for Jazz Pharmaceuticals. The highlights of our performance during the year included:

- The price of our ordinary shares increased by approximately 138%. As of December 31, 2013, our one-year and three-year annualized total shareholder returns were approximately 138% and 86%, respectively, and significantly outperformed the Global Industry Classification Standard for the Pharmaceuticals, Biotechnology and Life Sciences Industry Group median one-year and three-year total shareholder returns of approximately 48% and 17% for the same periods (as published by Institutional Shareholder Services).

- We continued to achieve strong revenue growth, primarily from the sales of our lead marketed products, Xyrem® (sodium oxybate) oral solution and Erwinaze® (asparaginase *Erwinia chrysanthemi*), called Erwinase® in markets outside of the United States.

  - Total revenues were $872.4 million in 2013, representing an increase of 49% over total revenues of $586.0 million in 2012.

  - Net sales of Xyrem were $569.1 million in 2013, representing an increase of 50% over net sales of $378.7 million in 2012.

  - Worldwide net sales of Erwinaze/Erwinase were $174.3 million in 2013, representing an increase of 32% over full year pro forma net sales of $131.9 million in 2012.

Adjusted net income for 2013 was $388.3 million, representing an increase of 34% over adjusted net income of $290.4 million in 2012. (1)

(1) *Adjusted net income as used in this proxy statement is a non-GAAP (not a U.S. generally accepted accounting principles, or GAAP) financial measure that excludes certain items from GAAP income from continuing operations. For more information on our presentation and calculation of adjusted net income, and a reconciliation of adjusted net income to GAAP income from continuing operations, see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures in the 2013 10-K.*

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GAAP income from continuing operations was $216.3 million in 2013, compared to $261.1 million in 2012. (2)

As of February 21, 2014, we acquired approximately 98% of the outstanding and fully diluted voting securities of Gentium S.p.A. pursuant to a tender offer we launched on December 23, 2013. As a result of the Gentium Acquisition, we acquired the product Defitelio® (defibrotide). In October 2013, the European Commission granted marketing authorization under exceptional circumstances for Defitelio for the treatment of severe veno-occlusive disease in adults and children undergoing hematopoietic stem cell transplantation therapy. We commenced the launch of Defitelio in Europe in March 2014, with an initial launch in Germany and Austria, and expect to launch in additional European countries during 2014 and 2015. In addition to its existing approved indication in the European Union, defibrotide has the potential to be developed for approval in other indications, and for approval in countries outside the European Union, including the United States.

We made significant progress and investment in expanding our product development pipeline. In February 2013, we licensed rights to JZP-386, an early-stage investigational compound being developed for potential use in narcolepsy, from Concert Pharmaceuticals, Inc. In January 2014, we acquired rights to JZP-110, a late-stage investigational compound being developed for potential treatment of excessive daytime sleepiness, or EDS, in patients with narcolepsy, from Aerial BioPharma LLC. We also intend to pursue development of JZP-110 for EDS in patients with obstructive sleep apnea.

Three additional patents for Xyrem issued in 2013.

We believe our executive compensation program design provides a balanced approach between rewarding our executives for current and long-term performance. Our executive compensation policies in 2013 included the following:

The majority of our compensation is linked to performance: for our Chief Executive Officer, 94% of 2013 compensation was performance-based and 6% of 2013 compensation was fixed, and, for our other named executive officers, 87% of 2013 compensation was performance-based and 13% of 2013 compensation was fixed.

We align our executives interests with our shareholders interests by rewarding our executives for both current performance and longer-term performance, with performance measured both by milestones for financial performance and advancement of our long-term development programs and strategic initiatives.

We maintain an executive change in control and severance benefit plan, or change in control plan, that complies with corporate governance best practices:

the change in control plan is limited to double-trigger payments (requiring termination other than for cause or resignation for good reason in connection with a change in control to trigger payments); and

the change in control plan does not provide for any tax gross ups.

Our Chief Executive Officer s performance bonus is based 100% on our company s overall performance and achievement of our annual corporate objectives, which aligns our Chief Executive Officer s interests with our shareholders interests.

We do not provide any executive fringe benefits to our named executive officers, such as car allowances, personal security, financial planning advice or club memberships.

In 2013, our board of directors adopted minimum share ownership guidelines for our board of directors, Chief Executive Officer and certain other employees who serve on our executive committee,

(2) *2012 GAAP income from continuing operations included a $104 million non-recurring tax benefit due to the reversal of the valuation allowance against substantially all of Jazz Pharmaceuticals U.S. deferred tax assets.*

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including the named executive officers, so that they have an even greater financial stake in our company, thereby further aligning the interests of our named executive officers and non-employee directors with those of our shareholders.

Our board of directors and/or compensation committee have also implemented a number of other corporate governance practices that were determined to be in the best interest of our shareholders:

Our 2013 advisory say-on-pay vote was approved by approximately 98% of our shareholders voting on the advisory proposal. Based on this positive feedback, the board of directors and the compensation committee decided to maintain our current approach to executive compensation for our Chief Executive Officer and named executive officers;

Our compensation committee is composed solely of independent directors;

Our compensation committee has engaged an independent compensation consultant that reports directly to the compensation committee, which has the sole authority to direct the work of the consultant;

The compensation committee regularly meets in executive session without management present;

The company s insider trading policy prohibits executives from engaging in speculative trading activities, including hedging or pledging their company securities as collateral; and

The compensation committee conducts an annual assessment of executive compensation, which includes reviewing market and peer company data prepared by the compensation committee s independent compensation consultant to ensure that we provide competitive compensation packages to attract, retain, reward and incentivize our executive management team to achieve success for us and our shareholders over the longer term.

Overview

Our executive compensation program is designed to help attract talented individuals to manage and operate all aspects of our business, to reward those individuals fairly over time, and to retain those individuals who continue to meet our high expectations. The goals of our executive compensation program are to align executive officers compensation with our business objectives and the interests of our shareholders and to incentivize and reward executive officers for our success. Specifically, we have an executive compensation program that combines short- and long-term components, cash and equity, and fixed and contingent payments, in the proportions that we believe are the most appropriate to incentivize and reward our executive officers for achieving our corporate goals while minimizing incentives for excessive risk taking. We place significant emphasis on pay-for-performance-based incentive compensation programs, so that targeted compensation can be achieved only if performance goals are met and, in the case of our stock option awards, only if our share price appreciates over time. We consider our annual performance bonus awards and equity incentive awards to be at risk, or performance-based compensation, because our annual bonus awards are not earned unless pre-determined levels of performance are achieved against annual corporate objectives that are derived from the annual corporate goals approved by our board of directors in advance, and our

stock option awards will not provide realizable value and our RSU awards will not provide increased value unless there is an increase in the value of our stock. Our executive compensation program is intended to attract and retain key employees with relevant experience in the life sciences industry, where there is significant competition for talented employees, and to be fair to professionals within our organization. We believe that we must provide competitive compensation packages to attract and retain executive officers and to incentivize our executive management team to achieve success for us and our shareholders over the longer term.

As discussed in further detail below, our executive compensation program consists of the following three principal components:

Base Salary. Our compensation committee reviews and determines base salary rates for our executive officers each year, which are then generally effective by March 1. Base salary rates are determined, in

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consultation with the compensation committee s independent compensation consultant, based on each executive officer s responsibilities, individual performance, achievement of corporate and strategic goals and a review of competitive salary and total cash compensation data.

Performance Bonus Awards. We have an annual performance-based incentive bonus plan, or the performance bonus plan, for our employees, including our executive officers, under which bonuses may be paid after the end of each year at the discretion of the compensation committee (and our board of directors in the case of the Chief Executive Officer), based on our performance in meeting designated corporate objectives for the prior year and each individual s performance and contribution in meeting such corporate objectives.

Equity Grants. Our executive officers are eligible to receive equity grants which serve as long-term incentives to ensure that a portion of their total compensation is linked to our long-term success, thereby aligning their incentive compensation with the interests of our shareholders.

The compensation committee does not have any formal policies for allocating compensation among salary, performance bonus awards and equity grants. Instead, the compensation committee uses its judgment to establish for each named executive officer a mix of current, short-term and long-term incentive compensation, and cash and non-cash compensation, that it believes appropriate to achieve the goals of our executive compensation program and our corporate goals. However, because we believe it is important to our success to aggressively pursue long-term corporate goals, to avoid excessive risk taking, and to preserve our cash resources, a significant portion of the named executive officers total compensation is comprised of performance-based bonus opportunities and long-term equity awards, which align the executive officers incentives with the interests of our shareholders. This allocation is consistent with our pay-for-performance philosophy, the compensation market data provided by our compensation committee s independent compensation consultant for each executive officer s position, and our continued success in achieving corporate goals and increasing total shareholder return.

Role of the Compensation Committee and Executive Officers in Setting Executive Compensation

The compensation committee reviews and oversees our compensation policies, plans and programs and reviews and determines the compensation to be paid to the executive officers, including the named executive officers other than our Chief Executive Officer. Our board of directors approves the compensation of our Chief Executive Officer, upon recommendation from the compensation committee. In making its executive compensation determinations, the compensation committee considers recommendations from the Chief Executive Officer. In making his recommendations, the Chief Executive Officer receives input from our human resources department and has access to various third party compensation surveys and compensation data provided by the independent compensation consultant to the compensation committee, as described below. While the Chief Executive Officer discusses his recommendations for the other executive officers with the compensation committee, he does not participate in the deliberations and recommendations to our board of directors concerning, or the determination of, his own compensation. Members of our human resources and legal departments also attend compensation committee meetings. The compensation committee discusses and makes determinations with respect to executive compensation matters without any named executive officers or other executive officers, other than the Chief Executive Officer as described above, present. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by the compensation committee to make presentations, provide financial or other background information or advice or otherwise participate in the compensation committee meetings. The compensation committee does not delegate any of its functions to others in determining executive compensation.

The compensation committee generally engages an independent compensation consultant each year to provide a competitive compensation assessment with respect to the executive officers to assist the compensation committee in making annual compensation decisions. Since 2010, Radford, an Aon Hewitt Company, has been engaged by the compensation committee each year to provide peer company and industry compensation data and provide the compensation committee with advice regarding executive officers compensation, including base salaries, performance-based bonuses and long-term equity compensation. The compensation committee has also

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consulted with Radford to update the peer company and industry compensation data on an annual basis and as needed with respect to specific questions that arise, new compensation programs being considered and best practices for compensation committees. Specific examples of services provided by Radford include comparing our executive officers compensation with the compensation of our peer group in preparation for making annual cash compensation decisions and for the preparation of equity award guidelines for executive officers and key personnel. Radford reports directly to the compensation committee, which maintains the authority to direct their work and engagement, and advises the compensation committee and our human resources department on ad hoc projects from time to time. Radford interacts with management to gain access to company information that is required to perform services and to understand the culture and policies of the organization. The compensation committee and Radford meet, as needed, in executive session with no members of management present, to address various compensation matters, including deliberations regarding the Chief Executive Officer s compensation.

The compensation committee has analyzed whether the work of Radford as a compensation consultant raised any conflict of interest, taking into consideration the following factors: (i) the provision of other services to our company by Radford; (ii) the amount of fees we paid to Radford as a percentage of the firm s total revenue; (iii) Radford s policies and procedures that are designed to prevent conflicts of interest; (iv) any business or personal relationship of Radford or the individual compensation advisors employed by it with an executive officer of our company; (v) any business or personal relationship of the individual compensation advisors with any member of the compensation committee; and (vi) any stock of our company owned by Radford or the individual compensation advisors employed by it. The compensation committee has determined, based on its analysis of the above factors, that the work of Radford and the individual compensation advisors employed by it as compensation consultants to our company has not created any conflict of interest.

The compensation committee is (and was at all times during 2013) composed entirely of independent directors, as defined by Rule 5605(a)(2) of the NASDAQ listing standards. Our compensation committee meets as often as it determines necessary to carry out its duties and responsibilities through regularly scheduled meetings and, if necessary, special meetings. Our compensation committee also has the authority to take certain actions by written consent of all members. The agenda for each compensation committee meeting is usually developed by members of our human resources department and Chief Executive Officer, with input from members of our legal department, and is reviewed with the chair of the compensation committee.

In 2013, the compensation committee met five times and did not act by unanimous written consent. As of the date of this proxy statement, in 2014 the compensation committee met three times and has not acted by unanimous written consent.

Competitive Assessment of Cash and Long-Term Compensation

We aim to attract and retain the most highly qualified executives in an extremely competitive market. Accordingly, the compensation committee believes that it is important when making its compensation decisions to be informed as to the current practices of comparable public companies with which we compete for top talent. To this end, the compensation committee reviews market data for each executive s position, compiled by Radford, as described below, including information relating to the mix and levels of compensation for executives in the life sciences industry.

In late 2012, when developing a proposed list of our peer group companies to be used in connection with making compensation decisions for 2013, Radford reexamined our compensation philosophy and peer group and recommended updates to the list of peer companies to reflect our growth as a result of the Azur Merger and the completion of the EUSA Acquisition and the related increase in our revenues and market capitalization, the expansion of our geographic reach, product portfolio and headcount, and the consolidation in our industry. Radford selected

companies that were in the life sciences industry with commercial products on the market, had revenue of approximately one half (0.5x) to two times (2x) our then-projected revenue (resulting in a range of generally $300 million to $1.2 billion in revenue), had market values of approximately one third (0.3x) to three times (3x) our market capitalization at the time (resulting in a range of between $1 billion to $10 billion in

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market capitalization), and were located primarily in the United States or headquartered in Europe. Based on these criteria, for 2013, Radford recommended that Amylin Pharmaceuticals, Inc. (which was acquired) and InterMune Inc. (which no longer met the criteria) be removed from our peer company list and that Incyte Corporation, Medivation, Inc. and Seattle Genetics Inc. be added to our peer group company list.

Based on these parameters, in late 2012 our compensation committee approved the following companies as our appropriate peer group for 2013: Acorda Therapeutics, Inc., Alexion Pharmaceuticals, Inc., Alkermes, Inc., Auxilium Pharmaceuticals, Inc., BioMarin Pharmaceutical Inc., Cubist Pharmaceuticals, Inc., Elan Corporation, plc, Endo Health Solutions Inc. (formerly Endo Pharmaceuticals Holdings Inc.), Impax Laboratories, Inc., Incyte Corporation, Medivation, Inc., Myriad Genetics, Inc., Onyx Pharmaceuticals, Inc., Regeneron Pharmaceuticals, Inc., Salix Pharmaceuticals, Ltd., The Medicines Company, Seattle Genetics Inc., United Therapeutics Corporation, and ViroPharma Incorporated. In determining executive compensation for 2013, the compensation committee reviewed data from this group of peer companies. At the time of approval of our 2013 peer group, our company was in the 64th percentile of the peer group for market capitalization, 88th percentile of the peer group for one-year revenue growth, 25th percentile of the peer group for revenue, and 81st percentile of the peer group for one-year stock price performance.

To better inform the compensation committee in making compensation decisions for our executive officers, in late 2012, Radford also provided our compensation committee with updated market data regarding executive compensation at comparable public companies in the life sciences industry that reflected our increased revenue, market value and headcount. This market data was compiled from multiple sources, including: (i) data from public biotechnology and pharmaceutical companies in the Radford Global Life Sciences Survey that had revenues between $300 million and $1.2 billion, or the general survey data, which includes survey data with respect to our selected 2013 peer group companies; (ii) data from the Radford Global Life Sciences Survey with respect to the 2013 selected peer group companies listed above, or the peer survey data; and (iii) the 2013 selected peer group companies publicly disclosed information, or public peer data. The components of the market data were based on the availability of sufficient comparative data for an executive s position. Generally, peer survey data and public peer data is used in establishing market data reference points, and the general survey data is used when there is a lack of peer survey data and public peer data for an executive s position. The peer survey data, the general survey data, and the public peer data, collectively referred to in this proxy statement as market data, were reviewed by the compensation committee, with the assistance of Radford, and used as one reference point, in addition to other factors, in setting our executive officers compensation.

The compensation committee generally reviews both cash compensation and equity compensation against the market data described above primarily to ensure that our executive compensation program as a whole is competitive to attract and retain the highest caliber executives. The compensation committee does not target compensation to a particular level of the market data; rather, the compensation committee reviews a range of market data reference points (generally at the 25th, 50th, 60th and 75th percentiles of the market data) with respect to cash compensation (including both base salary and the annual target performance bonus) and equity compensation.

Our Chief Executive Officer assesses the performance of each named executive officer (other than himself) and presents his recommendations, which reflect his consideration of the market data, the performance of each named executive officer, internal pay equity among individuals (including qualifications and contributions to meeting our corporate objectives), criticality and scope of job function and our Chief Executive Officer s extensive industry experience, to the compensation committee. The compensation committee reviews and considers the market data described above, our Chief Executive Officer s recommendations and Radford s recommendations on specific pay levels for each named executive officer, and also reviews internal pay equity among individuals and positions, criticality and scope of job function, retention risk, company performance and individual performance (including

qualifications and contributions to meeting our corporate objectives), total targeted and historical compensation for each individual named executive officer and any other factors the compensation committee determines important. The compensation committee uses all of these factors to set the

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compensation of our named executive officers at levels that the compensation committee considers to be competitive and appropriate for each named executive officer, using the compensation committee s professional experience and judgment.

In 2013, when developing a proposed list of our peer group companies to be used in connection with making compensation decisions for 2014, Radford selected companies that were in the life sciences industry with commercial products on the market, had revenue of approximately one half (0.5x) to two times (2x) our then-projected revenue (resulting in a range of generally $300 million to $1.5 billion in revenue), had market values of approximately one third (0.3x) to three times (3x) our market capitalization at the time (resulting in a range of between $1.2 billion to $12 billion in market capitalization), and were located primarily in the United States or headquartered in Europe. Based on these criteria, for 2014, Radford recommended and our compensation committee approved the addition of Questcor Pharmaceuticals, Inc. to our 2014 peer group company list.

Advisory Vote on Executive Compensation

At our 2013 annual general meeting of shareholders, the shareholders approved, on an advisory basis, the compensation of the named executive officers, as disclosed in the proxy statement for that meeting pursuant to the compensation disclosure rules of the SEC. The compensation committee reviewed the final vote results for the proposal, and, given the significant level of shareholder support (approximately 98% of total votes cast with respect to the advisory proposal), concluded that our compensation program continues to provide a competitive pay-for-performance package that effectively incentivizes the named executive officers and encourages long-term retention. Accordingly, the compensation committee and, with respect to our Chief Executive Officer s compensation, our board of directors, determined not to make any significant changes to our executive compensation policies or decisions as a result of the vote. Our compensation committee and, with respect to our Chief Executive Officer s compensation, our board of directors, expects to continue to consider the outcome of our say-on-pay votes and our shareholders views when making future compensation decisions for the named executive officers.

Executive Compensation Program

Our executive compensation program currently consists of three principal components: base salary, annual performance bonuses (if approved by the compensation committee or board of directors, as applicable) and long-term incentive compensation, currently in the form of stock options and RSU awards which are subject to time-based vesting. We also offer our executive officers certain severance benefits upon a change in control under our change in control plan. Finally, the named executive officers have the opportunity to participate in the employee stock purchase plan and other benefits generally available to all employees in their respective countries of employment, which include, for all U.S.-based employees, including the named executive officers other than Mr. Keegan, the opportunity to participate in the Jazz Pharmaceuticals, Inc. 401(k) plan, or the 401(k) Plan. Mr. Keegan, who is based in Ireland, has the opportunity to participate in our Ireland retirement benefit plan, which is a defined contribution plan qualified under Irish tax law, or the Ireland tax-qualified defined contribution plan, offered to all Ireland-based employees. Each component of compensation is evaluated based on the factors discussed below.

Base Salary

None of the named executive officers has a guaranteed base salary; base salary is set each year by the compensation committee. The compensation committee reviews and determines the appropriate level of base salary for the named executive officers, generally effective by March 1 of each year.

As described above under the heading *Compensation Discussion and Analysis Competitive Assessment of Cash and Long-Term Compensation*, the compensation committee considers several factors in setting base salary. One such factor is that competition for executive talent is intense in our industry and in our geographic

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areas. Our executives have many years of valuable experience in our industry, and their continued leadership is deemed critical to our short-term and long-term success. Because the compensation committee aims to ensure that our executives base salaries are competitive, the base salaries of individual executive officers may vary based on a particular individual s experience, overall qualifications and criticality of skills to the future performance of our company, in addition to market data for each named executive officer s position.

Performance Bonus Plan

In accordance with the performance bonus plan, we maintain an annual bonus award program to reward the named executive officers (and other employees) for attaining our company s corporate objectives and for their individual contributions toward such achievements. Corporate objectives under the performance bonus plan are derived from our annual corporate goals and generally relate to our commercial efforts, financial measures (such as sales and adjusted net income targets), financing efforts, strategic transactions, progress of our clinical development programs, regulatory matters, regulatory and sales and marketing compliance and effective employee engagement, alignment and professional development.

In keeping with our pay-for-performance philosophy, the compensation committee takes a formulaic approach to determining our bonus pool under the performance bonus plan. The compensation committee assigns a specific weighting to each quantitative corporate objective and assigns a separate weighting to the qualitative corporate objectives taken as a whole. An algorithm is defined for calculating the achievement of the quantitative corporate objectives. The achievement of the qualitative corporate objectives is reviewed quarterly and, at the end of each year, the bonus pool is set by the compensation committee, based on its determination of the company s success in achieving such objectives.

The compensation committee determines the portion of the bonus pool, if any, that will be allocated to the named executive officers, including the named executive officers, as a group and the bonuses for each individual executive officer. Actual performance bonus awards to executive officers are determined based on the compensation committee s (and in the case of the Chief Executive Officer, our board of directors) subjective assessment of each executive officer s contribution to the achievement of our company s corporate objectives. The Chief Executive Officer provides input and recommendations to the compensation committee with respect to bonuses for the executive officers other than himself.

The performance bonus plan, approved by the compensation committee, sets specific executive target bonus opportunities, expressed as a percentage of base salary paid in the applicable year. The target bonuses are determined by our compensation committee based on several factors, including market data, as described above under the heading *Compensation Discussion and Analysis Competitive Assessment of Cash and Long-Term Compensation.* Target bonuses are reviewed on an annual basis, considering both the target percentage of base salary and also the resulting total target cash compensation amount an executive may receive when combined with base salary. The compensation committee determines the appropriate annual target performance bonus as a percentage of base salary, based on each executive s job level, in order to promote internal equity for positions of similar scope and impact and, given the cross functional nature of our business, to reinforce teamwork across the executive group. Annual target performance bonuses generally represent a larger percentage of compensation for those executives who have a greater opportunity to impact corporate performance.

At the end of each year, the compensation committee determines the funding of the total bonus pool under the performance bonus plan, as described above. The actual performance bonus awarded to each executive officer in a year, if any, may be more or less than the applicable target, depending primarily on the compensation committee s determination of our company s achievement of corporate objectives (and therefore the total bonus pool) and the

executive s individual performance with respect to such objectives. Whether or not a performance bonus is paid for any year is within the discretion of the compensation committee (or the board of directors in the case of our Chief Executive Officer) based on such achievement.

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We have not historically paid any guaranteed bonuses to the named executive officers. From time to time, we pay signing bonuses in connection with the commencement of employment of executive officers, contingent upon their continued service, such as the signing and retention bonuses paid to Ms. Hooper pursuant to her offer letter, described below under the heading *Description of Compensation Arrangements Executive Employment Agreements*.

As a public company, if we are required to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws as a result of misconduct, the Chief Executive Officer and Chief Financial Officer may be legally required to reimburse our company for any bonus or other incentive-based or equity-based compensation they receive in accordance with the provisions of section 304 of the Sarbanes-Oxley Act of 2002. Additionally, we intend to implement a Dodd-Frank Wall Street Reform and Consumer Protection Act-compliant clawback policy as soon as, and to the extent that, the requirements of such clawbacks are more clearly defined by the SEC.

Long-Term Equity Awards

The compensation committee believes that long-term performance is achieved through an ownership culture that rewards executive officers through the use of equity incentives. We grant stock options and RSUs to our executive officers in part because the compensation committee believes that long-term equity awards composed of a mix of both types of awards may better align our executive officers interests with those of our shareholders by minimizing the incentive for inappropriate short-term risk taking at the expense of realizing long-term value. Stock options provide a return to our executive officers only if the market price of our ordinary shares appreciates over the stock option term. For this reason, the compensation committee views stock options as a key aspect of our pay-for-performance culture and as fostering alignment between our executives and our shareholders. RSU awards generally cover fewer shares than the stock options that we would otherwise grant to deliver a similar value to an executive officer. As a result, RSU awards enable the company to minimize dilution to shareholders while reinforcing the importance of shareholder value creation. Both stock options and RSUs vest over time, thereby providing retention incentives for the company.

Equity award grants may be made at varying times and in varying amounts in the discretion of the compensation committee, but are generally approved for executive officers, including the named executive officers, once a year unless an executive officer is promoted, in which case a grant will normally be made at that time, or, in rare circumstances, for recognition of outstanding performance. Our equity incentive grant policy, which was initially approved by our board of directors after the Azur Merger and amended and restated in July 2013, provides that all equity grants that are approved for executive officers will be granted on the second trading day following the filing date of our next quarterly or annual report filed under the Exchange Act that occurs after the date on which such grants are approved by our board of directors or compensation committee, as applicable. Accordingly, our equity incentive grant policy requires that grants to our executive officers, if any, be made shortly after we have released information about our financial performance to the public for the applicable annual or quarterly period, so that the market will have an opportunity to absorb the financial and other information included in our annual and periodic reports before such grants are awarded. As a result, the timing of equity awards is not coordinated in a manner that intentionally benefits our executive officers; rather, the policy is designed with the objective that the market price of our ordinary shares at the time of grant can generally be expected to reflect our then-current results and prospects.

For all employees, the exercise price of stock options is equal to the fair market value (the closing price as reported on NASDAQ) of our shares on the date of grant. Stock option grants generally vest 25% upon the one year anniversary of the vesting commencement date, which is generally the employment commencement date for new hire grants and the grant date for annual grants, and vest as to the remainder of the shares in 36 equal monthly installments thereafter, subject to the optionholder s continued service with us. RSUs typically vest annually over four years from the grant date, also subject to the holder s continued service with us. Stock options and RSUs are subject to potential vesting

acceleration as described below under the heading *Potential Payments upon Termination or Change in Control*.

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The compensation committee considers several factors in setting long-term equity awards, including market data, as described above under the heading *Compensation Discussion and Analysis Competitive Assessment of Cash and Long-Term Compensation*. In determining the size of equity awards, the compensation committee considers the value of the award as well as the percentage of company ownership by a particular executive officer, giving effect to such award. Vesting schedules are established to ensure a meaningful incentive to remain employed with our company and to work toward its success over time. Accordingly, an equity award will generally provide a return to the employee only if he or she remains in our company s service, and then, in the case of stock options, only if the market price of our stock appreciates over the equity award term.

We currently grant equity awards to the named executive officers, including stock options and RSUs, under the 2011 Equity Incentive Plan, or the 2011 Plan. The 2011 Plan was adopted by Jazz Pharmaceuticals, Inc. s board of directors and approved by Jazz Pharmaceuticals, Inc. s stockholders in connection with their approval of the Azur Merger in December 2011 and was assumed by us upon the completion of the Azur Merger. The 2011 Plan replaces our 2007 Equity Incentive Plan, or the 2007 Plan, and affords the compensation committee the flexibility to utilize a broad array of equity incentives and performance cash incentives in order to secure and retain the services of employees of our company and its subsidiaries, and to provide long-term incentives that align the interests of employees with the interests of our shareholders. Before the 2011 Plan was adopted, we granted stock options under our 2007 Plan, which was adopted by Jazz Pharmaceuticals, Inc. s board of directors and approved by Jazz Pharmaceuticals, Inc. s stockholders in connection with Jazz Pharmaceuticals, Inc. s initial public offering.

Additional long-term equity incentives are provided through the 2007 Employee Stock Purchase Plan, as amended and restated, or the ESPP, which we assumed upon the completion of the Azur Merger. Pursuant to the ESPP, all eligible employees, including the named executive officers, may allocate up to 15% of their base salary to purchase our stock at a 15% discount to the market price, subject to specified limits.

In February 2013, we adopted share ownership guidelines for the named executive officers, certain other executive officers and non-employee directors in order to better align their interests with those of our shareholders. All of our executive officers and non-employee directors who have been employed by or served the company for at least one year hold our shares. The practice of implementing share ownership guidelines for executive officers is aligned with our ownership culture and is becoming more common in our industry. In addition, our board of directors determined that establishing such a policy would no longer place us at a competitive disadvantage compared to other life sciences companies. A description of this policy is included below under the heading *Ownership Guidelines for Directors and Executive Officers*.

Severance Benefits upon Change in Control

Employees at the vice president level or above who are based in the United States, which includes all of the named executive officers other than Mr. Keegan, are eligible to participate in the change in control plan, or in the case of executive employees residing in Ireland, including Mr. Keegan, to receive comparable severance benefits, during their employment with our company. We assumed the change in control plan in connection with the Azur Merger and the compensation committee approved certain modifications to the change in control plan in 2012 and 2013 with respect to the benefits payable under the plan to our executive officers. A description of this plan is included below under the heading *Potential Payments upon Termination or Change in Control* and a description of Mr. Keegan s employment agreement, including his severance benefits upon a change in control, is included below under the heading *Description of Compensation Arrangements Employment Agreement with Fintan Keegan* and *Potential Payments upon Termination or Change in Control*.

The change in control plan, or in the case of Mr. Keegan, his employment agreement, provide certain severance benefits to our executive officers, including the named executive officers, in connection with specified involuntary termination events, including termination without cause and constructive termination, following a change in control. The compensation committee believes these severance benefits are important from a retention perspective to provide some level of protection to our executives who might be terminated following a change in control and the amounts are reasonable and maintain the competitiveness of our executive compensation and

retention program. Severance compensation is structured as a double-trigger benefit, meaning that an executive officer receives benefits only if the executive officer has an involuntary termination within a specified period of time following a change in control transaction. No benefit is provided solely as a result of a change in control. The compensation committee believes this structure serves to mitigate the distraction and loss of key executive officers that may occur in connection with rumored or actual fundamental corporate changes. Such payments protect the interests of our shareholders by enhancing executive focus during rumored or actual change in control activity, retaining executives despite the uncertainty that generally exists while a transaction is under consideration and encouraging the executives responsible for negotiating potential transactions to do so with independence and objectivity. Furthermore, this protection assists us in attracting and retaining highly valued executives. The compensation committee also believes that termination without cause and constructive termination are the appropriate involuntary termination events that should trigger benefits in a change in control transaction, because such terminations are generally considered to be beyond the control of a terminated employee and are terminations that, under different circumstances, would not have occurred. We do not provide any tax gross up payments on severance benefits.

Other Benefits

Executive officers based in the United States are eligible to participate in all of our benefit plans, such as the 401(k) Plan (see the section below *Description of Compensation Arrangements 401(k) Plan*), medical, dental, vision, short-term disability, long-term disability, group life insurance and the ESPP, in each case generally on the same basis as other employees. We also have a section 125 flexible benefits healthcare plan and a flexible benefits childcare plan under which employees can set aside pre-tax funds to pay for qualified healthcare expenses and qualified childcare expenses not reimbursed by insurance. We do not currently offer pension or other retirement benefits in the United States, but do offer pension or other retirement benefits in certain other countries.

Our named executive officer based in Ireland is eligible to participate in all of our benefit plans offered to employees in Ireland, such as the Ireland tax-qualified defined contribution plan, medical, disability, group life insurance and the ESPP.

Ownership Guidelines for Directors and Executive Officers

In February 2013, our board of directors adopted share ownership guidelines for the company s non-employee directors, Chief Executive Officer and certain other employees who serve on our executive committee, including the named executive officers, or the covered individuals. Under the guidelines, these individuals are expected to own a number of the company s ordinary shares with a value equal to: three times (3x) base salary, for the company s Chief Executive Officer; one times (1x) base salary, for each other member of the company s executive committee; and three times (3x) the director s annual cash retainer, for each non-employee director of the company.

The guidelines provide that the individuals subject to the guidelines are expected to establish the minimum ownership levels within five years of the company s adoption of the guidelines (or within five years of the date an officer or director first becomes subject to them).

The value of the company s ordinary shares for purposes of determining the number of shares subject to these guidelines in a given year is determined as the product of (i) the number of ordinary shares credited as held by the individual and (ii) the greater of (a) the closing price of the company s ordinary shares on the applicable date, or (b) the purchase or exercise price paid for such shares. Shares that count toward satisfaction of these guidelines include: shares owned outright by the individual (including RSUs that have vested but not yet settled, net of taxes); shares retained after an option exercise or issuance under another type of equity award granted under the company s equity

incentive plans; shares retained after purchase under the company s ESPP; shares held in trust for the benefit of the individual; and, solely with respect to non-employee directors, shares held in a deferral account and issuable to such director pursuant to the Directors Deferred Plan.

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The compensation committee has discretion to develop an alternative individual guideline or an alternative method of complying with the applicable individual guideline for a covered individual if compliance would place a significant hardship on such covered individual.

2013 Compensation Decisions for the Named Executive Officers

We believe that 2013 was an outstanding year for the company due in part to our continued strong revenue growth, the announcement of the Gentium Acquisition which we completed in early 2014 and the significant progress and investment we made in expanding our product development pipeline. As described above under the heading *Compensation Discussion and Analysis Executive Summary*, this transformational growth was reflected in our one-year and three-year annualized total shareholder returns, or TSRs, of approximately 138% and 86%, respectively, which placed us in approximately the 90th percentile of our peer group, reflecting strong performance for our shareholders.

Base Salary

Upon recommendation from the compensation committee, the board of directors increased the 2013 base salary rate for Mr. Cozadd by 3.3% from 2012. After the increase, Mr. Cozadd s 2013 base salary was between the 50th percentile and 60th percentile of the market data for his position, reflecting Mr. Cozadd s outstanding achievement and integral role in our company s exceptional performance in 2012.

Ms. Falberg s 2013 base salary rate was increased by 3.3% from her 2012 base salary rate. Following this increase, Ms. Falberg s 2013 base salary rate was at approximately the 75th percentile of the market data for her position, reflecting the multiple functions she managed and the strength of the teams she assembled.

Ms. Hooper s 2013 base salary rate was increased from her 2012 base salary rate by 2.2%. Following this increase, Ms. Hooper s 2013 base salary remained above the 75th percentile of the market data for her position, reflecting her superior performance and leadership in building an expanded legal team.

Mr. Cox s 2013 base salary rate was increased from his 2012 base salary rate by 9.0%. Following this increase, Mr. Cox s 2013 base salary rate approximated the 75th percentile of the market data for his position, reflecting the strong performance of the U.S. commercial organization and advancing internal pay equity within the senior management team, which the compensation committee determined was appropriate in this circumstance.

Mr. Keegan was promoted in mid-2012 from Senior Vice President to Executive Vice President. Mr. Keegan s 2013 base salary rate was increased by 1.4% from his base salary rate in effect at the end of 2012. Following this increase, Mr. Keegan s 2013 base salary rate was between the 60th and 75th percentile of the market data for his position, reflecting his excellent performance and strength of his team s performance.

The 2013 base salary rates and percentage increases from the 2012 base salary rates for the named executive officers are set forth in the table below.

Name	2013 Base Salary ($) (1)	Increase over 2012 Base Salary (%)
Bruce C. Cozadd	775,000	3.3

Kathryn E. Falberg	475,000	3.3
Suzanne Sawochka Hooper	475,000	2.2
Russell J. Cox	425,000	9.0
Fintan Keegan	356,667	1.4

(1) Base salary rates, generally effective by March 1, 2013. Mr. Keegan s base salary is paid in Euro and was 270,000 for 2013. The conversion to U.S. dollars reflected in this column was calculated based on the average exchange rate for each month as reported by the OANDA Corporation, or OANDA.

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In February 2014, the compensation committee and, with respect to Mr. Cozadd, the board of directors, approved the following 2014 base salaries for the named executive officers, generally effective by March 1, 2014: Mr. Cozadd, $840,000; Ms. Falberg, $485,000; Ms. Hooper, $485,000; Mr. Cox, $455,000; and Mr. Keegan, $376,667. Mr. Keegan s base salary is paid in Euro and is 275,000 for 2014. This conversion to U.S. dollars was calculated based on the average monthly exchange rate for December 2013 as reported by OANDA. The 2014 base salaries for the named executive officers reflect merit increases, adjustments to advance internal pay equity among members of senior management of the company and adjustments to align with the market data for each position.

Performance Bonus Awards

There were no changes to our target performance bonuses for 2013 compared to 2012; in early 2013, the board of directors approved a target performance bonus for Mr. Cozadd of 100% of his base salary earned during 2013, and the compensation committee approved a target performance bonus for each of our other named executive officers of 50% of each officer s base salary earned during 2013. We set these targets in order to provide financial incentives to the named executive officers to work to achieve our annual corporate goals, and to assist the company in remaining competitive with the performance bonus practices of its peers. The board of directors sets the annual target performance bonus for the Chief Executive Officer at a higher percentage than the percentages for other executive officers to reflect that the Chief Executive Officer has ultimate responsibility for, and control over, our company s performance.

In recommending to our board of directors the Chief Executive Officer s annual target performance bonus, the compensation committee considered his total cash compensation (including both base salary and this annual target performance bonus), which for 2013 was between the 60th and 75th percentile of market data for his position, in recognition of Mr. Cozadd s outstanding achievement and integral role in our company s exceptional performance in 2012. In setting the annual target performance bonuses for the named executive officers other than Mr. Cozadd, the compensation committee considered the total cash compensation for each individual (including both base salary and this annual target performance bonus), which were: for Ms. Falberg, at the 60th percentile of the market data for her position; for Ms. Hooper and Mr. Cox, between the 60th and the 75th percentile of the market data for each of their respective positions; and for Mr. Keegan, at the 75th percentile of the market data for his position.

Our board of directors approved quantitative and qualitative corporate objectives for purposes of establishing the level of funding for our performance bonus plan for 2013 and communicated these objectives to the named executive officers in early 2013. For 2013, our board of directors determined that the bonus pool for the 2013 plan year should be based 80% on the level of achievement of the four specific quantitative corporate objectives (each with a relative weighting) and 20% on the level of achievement of certain qualitative corporate objectives collectively. The quantitative and qualitative objectives are described below.

Quantitative Objectives

The table below summarizes the objectives, weights, targets, actual results, their corresponding multipliers and the resulting bonus pool funding percentage used for the quantitative objectives. In addition to the four quantitative objectives, the compensation committee approved three add-on revenue goals that were weighted an additional 17.5% collectively.

The compensation committee defined a payout algorithm with respect to each quantitative objective for calculating the actual percentage of bonus pool funding attributable to each such objective. The compensation committee set specific minimum and maximum levels of achievement for the total revenue goal, Xyrem revenue bottle growth add-on goal and adjusted net income goal, which are described in the footnotes to the table below. For the quantitative objectives

relating to acquiring new products and product candidates and advancing the R&D pipeline, the compensation committee did not set a minimum performance level, and performance levels between

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0% and 200% for each of these two objectives was determined by the compensation committee and used to calculate the applicable bonus pool funding percentage attributable to such quantitative objective.

Corporate Quantitative Objectives	Weighting	Actual Results	Multiplier	Bonus Pool Funding (2)
1. Achieve total revenue of $829 million (1)	35%	Total revenue of $872.4 million	130.6%	45.7%
Revenue Goal Add-on: Achieve Xyrem year-over-year revenue bottle growth of 11% or 12% (3)	7.5%	Xyrem revenue bottle growth of 12.3%	100.0%	7.5%
Revenue Goal Add-on: Achieve Erwinaze/Erwinase vial growth of 10.0%	7.5%	Erwinaze/ Erwinase vial growth of 15.1%	100.0%	7.5%
Revenue Goal Add-on: Achieve Prialt® (ziconotide) intrathecal infusion 2013 net sales goal	2.5%	Below target	%	%
2. Acquire new products and new product candidates	15%	Above target (4)	150.0%	22.5%
3. Advance our R&D pipeline, which included the following four goals:	10%	Partial achievement (5)	25.0%	2.5%
finalize a clinical trial protocol for a Phase 2/3 study for Asparec by the end of the second quarter of 2013;				
initiate enrollment in a Xyrem lifecycle management related clinical trial by the end of 2013;				
complete enrollment by the end of the second quarter of 2013 in a clinical trial of the intravenous administration of Erwinaze; and				
enroll the first patient in a clinical trial to evaluate Erwinaze in adolescents and young adults with acute lymphoblastic leukemia by the				

end of 2013.

4.	Achieve adjusted net income* of $364 million (1)	20%	Adjusted net income of $388.3 million (6)	155.1%	31.0%
	Total				***117%***

(1) If a specified minimum annual performance level was met (96% of target for total revenue goal and adjusted net income goal), then a scaled performance multiplier (ranging from 50% to 150% for the total revenue goal and 50% to 200% for the adjusted net income goal) is determined and used to calculate the applicable bonus pool funding percentage attributable to such quantitative objective. The performance multiplier would be zero if performance was below the minimum level, 50% if performance was at the minimum level, and then scaled for performance between 51% and the applicable maximum level. The performance multiplier was capped for performance above the specified maximum annual performance level (109% of target for total revenue goal and 112% of target for adjusted net income goal).

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(2) The percentages in this column represent, for each quantitative objective, the weight of the quantitative objective, multiplied by the performance multiplier that corresponds to the actual achievement of such quantitative objective.

(3) With respect to the Xyrem bottle growth goal, the minimum annual performance level was set at 11% growth, resulting in a 50% performance multiplier. The performance multiplier increased to 100% at 12% growth or above.

(4) With respect to the quantitative objective of acquiring new products and product candidates, the compensation committee determined the actual achievement by the company was above target, resulting in a performance multiplier of 150%, and therefore a 22.5% bonus pool funding percentage.

(5) With respect to the quantitative objective of advancing our R&D pipeline, the compensation committee determined that the actual achievement by the company was 25% of target due to full achievement of one of the four sub-goals, enrollment in a clinical trial of the intravenous administration of Erwinaze by the end of the second quarter, resulting in a performance multiplier of 25%, and therefore a 2.5% bonus pool funding percentage. The Xyrem lifecycle management related clinical trial goal was inapplicable based on FDA feedback, and we did not meet the other two sub-goals described in the table above.

(6) The dollar figure for our Actual Results in this row represents our adjusted net income for the year ended December 31, 2013. See *Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures* in the 2013 10-K.

*** Adjusted net income as used in this proxy statement is a non-GAAP financial measure that excludes certain items from GAAP income from continuing operations. For more information on our presentation and calculation of adjusted net income, and a reconciliation of adjusted net income to GAAP income from continuing operations, see *Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures* in the 2013 10-K.**

Qualitative Objectives

The other four qualitative corporate objectives approved by the board of directors are inherently less quantifiable than the quantitative objectives and accordingly were not assigned individual weightings. The four qualitative corporate objectives were:

Maintain our supply of commercial products and ensure quality standards are met;

Enhance and defend our intellectual property;

Continue our corporate culture of compliance by achieving our corporate objectives while operating in a manner that is compliant with the laws and regulations that govern our industry; and

Continue to build our organization through effective communication, investment in talent, and providing opportunities for innovative learning and development.

In evaluating the qualitative objectives, the compensation committee determined the following accomplishments were relevant: (i) maintaining and strengthening our corporate culture of compliance, (ii) continuing progress in our intellectual property efforts, (iii) significant efforts to maintain and ensure adequate supplies of products that are compliant with our quality standards and (iv) continuing and expanding our organization through investment in talent, as well as working to achieve more effective internal communication and providing opportunities for innovative learning and development. After balancing the performance with respect to all of the qualitative objectives, the compensation committee determined that overall achievement resulted in a multiplier of 100%, and therefore a 20% bonus pool funding percentage for the 2013 qualitative objectives.

After adding together the bonus pool funding percentages for the quantitative and qualitative objectives based on their relative weightings of 80% and 20%, respectively, the compensation committee approved an

overall bonus pool funding percentage of up to 137% for 2013, or the 2013 bonus percentage, which resulted in approval of an aggregate corporate bonus payout for the company s employees of 137% of the target bonus pool for the 2013 plan year.

The compensation committee did not set specific objectives for individual executive officers. Each of the executive officers is responsible for meeting the corporate objectives, and each objective was deemed important in determining the level of the company s performance during the year. Accordingly, the actual bonus amount paid under the performance bonus plan for each named executive officer (other than the Chief Executive Officer) in 2013 was determined in part based on such officer s individual contributions towards achievement of the corporate objectives, including the achievement of the functions each leads, as determined by the compensation committee based on its review and an assessment and recommendation by our Chief Executive Officer. The compensation committee determined the actual 2013 bonus amount for each named executive officer based upon the 2013 bonus percentage, the named executive officer s (other than the Chief Executive Officer s) individual contributions (and the contributions of the functions each leads) to achievement of the corporate objectives, the named executive officer s target bonus percentage and the actual salary the named executive officer earned during the year. All of the named executive officers and the functions each leads contributed significantly to the achievement of our corporate objectives in 2013. However, certain of the named executive officers responsibilities and contributions more directly related to achievement of key corporate objectives and therefore were given a greater weight in the compensation committee s determination of the bonus amount paid to each named executive officer.

The compensation committee (with approval from the board of directors with regard to Mr. Cozadd) determined that the company s overall 2013 bonus percentage of 137% was applicable to Mr. Cozadd, because as Chief Executive Officer, Mr. Cozadd is responsible for the company meeting all of its objectives. Ms. Falberg was awarded a bonus at a rate higher than the company s 2013 bonus percentage because of her leadership of the company s corporate development efforts, including successful completion of the Gentium Acquisition and related financing, her continued strong management of the functions responsible for the company s balance sheet and financial planning and analysis and her continued development of the company s strategic plan. Mr. Cox was awarded a bonus at a rate higher than the company s 2013 bonus percentage because of his leadership of the U.S. commercial organization and the strong performance of the Xyrem and Erwinaze product teams in the United States. Ms. Hooper was awarded a bonus at a rate higher than the company s 2013 bonus percentage because she was responsible for the legal aspects that relate to all of the corporate objectives, including, in particular, the company s corporate development objectives and successful completion of the Gentium Acquisition, and her strategic leadership of the legal efforts to continue to strengthen and defend our intellectual property. Mr. Keegan was awarded a bonus at a rate higher than the company s 2013 bonus percentage because of his strategic leadership of the company s supply chain and technical operations functions to support the company s products.

In February 2014, the compensation committee and, with respect to Mr. Cozadd, the board of directors, approved the following performance cash bonus award payments for 2013 under the performance bonus plan: Mr. Cozadd, $1,056,500; Ms. Falberg, $380,000; Ms. Hooper, $430,000; Mr. Cox, $380,000; and Mr. Keegan, $260,000. The compensation committee made no changes to the target performance bonuses for 2014 after reviewing the market data provided by Radford. The board of directors approved a target performance bonus for Mr. Cozadd of 100% of his base salary earned during 2014, and the compensation committee approved a target performance bonus for each of our other named executive officers of 50% of each officer s base salary earned during 2014.

Stock Option and RSU Awards

In February 2013, the compensation committee and, with respect to Mr. Cozadd, the board of directors, approved annual equity grants under our 2011 Plan to the named executive officers. Mr. Cozadd was awarded 125,000 options

and 50,000 RSUs. Each of Ms. Falberg and Ms. Hooper was awarded 32,000 options and 16,000 RSUs. Mr. Cox was awarded 27,500 options and 13,750 RSUs, and Mr. Keegan was awarded 25,000

options and 12,500 RSUs. For the stock options grants, the long-term incentive value was calculated using the Black-Scholes methodology as of the date of grant and as a percentage of outstanding shares. The compensation committee and the board of directors determined that these equity grants should generally be structured to consist of 50% stock options and 50% RSUs using a 2:1 ratio of stock option grants to RSUs to control dilution and to reflect the increased value of receiving shares at full value without the payment of an exercise price.

The 2013 equity awards for our named executive officers fell above the 75th percentile of the market data, except for Ms. Falberg s awards, which fell between the 60th and 75th percentile of the market data. The compensation committee and the board of directors determined this was appropriate given our exceptional 2012 performance and each of our named executive officer s key efforts towards such performance. In addition, several of our named executive officers outstanding equity awards were substantially vested and therefore lacked the same retention value as unvested awards. Additionally, the 2013 equity award positioning reflected our greater emphasis on long-term compensation that aligns the interests of our executives with those of our shareholders and encourages them to work towards increasing value for our shareholders.

The compensation committee believes that equity award grants to the named executive officers in 2013 were consistent with providing each continuing named executive officer with an ongoing equity position in the company that is competitive with similarly situated executive officers at companies included in the market data and fosters an ownership culture focused on the company s long-term performance. In further support of an ownership culture, in February 2013, we adopted share ownership guidelines for the named executive officers, certain other executive officers and non-employee directors in order to better align their interests with those of our shareholders. A description of this policy is included above under the heading *Ownership Guidelines for Directors and Executive Officers*.

In February 2014, the compensation committee and the board of directors determined to maintain the general structure of our equity program such that equity grants consist of 50% stock options and 50% RSUs using a 2:1 ratio of stock option grants to RSUs, for the reasons described above. The compensation committee and, with respect to Mr. Cozadd, the board of directors, approved annual equity grants under our 2011 Plan to the named executive officers in the following amounts. Mr. Cozadd was awarded 66,000 options and 33,000 RSUs. Each of Ms. Falberg, Ms. Hooper and Mr. Cox was awarded 20,000 options and 10,000 RSUs. Mr. Keegan was awarded 15,000 options and 7,500 RSUs. These equity grants vest over four years, with 25% of the shares subject to the option awards vesting on the one-year anniversary of the grant date and the remainder vesting in equal monthly installments thereafter over the remaining 36 months, and 25% of the RSUs vesting on the first through fourth anniversaries of the grant date. The 2014 annual equity grants to the named executive officers reflect the compensation committee s review of market data for annual grants to executive officers in similar positions, based on industry and responsibility level. Ms. Falberg subsequently delivered notice of her resignation prior to the grant date and therefore did not receive the 2014 equity grant that was approved by the compensation committee.

Change In Control Plan

Our change in control plan provides that if an executive s employment terminates under certain circumstances in connection with a change in control, the executive will be eligible to receive certain severance benefits, including cash benefits based on the executive s base salary and annual bonus, COBRA premiums and equity award acceleration. The terms of the change in control plan are described below under the heading *Potential Payments upon Termination or Change in Control Amended and Restated Executive Change in Control and Severance Benefit Plan*. Our compensation committee periodically reviews the terms of our change in control plan against market data to ensure that the benefits we offer remain appropriate. In July 2013, the compensation committee reviewed the benefits offered under the change in control plan and approved modifications to our change in control plan that the compensation

committee determined were appropriate in order to (i) provide that an executive s cash severance payment relating to the executive s annual bonus would be reduced by the amount of any bonus payments made to or earned by such executive for performance in the year

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of termination and (ii) eliminate a special bonus calculation for newly-hired executives. Only our executives based in the United States participate in the change in control plan; executives based in other locations, such as Mr. Keegan, receive comparable change in control benefits pursuant to their employment agreements. The compensation committee believes that the benefits we provide under the change in control plan are representative of market practice, both in terms of design and cost, and are sufficient to retain our current executive team and to recruit talented executives in the future.

Accounting and Tax Considerations

Under Financial Accounting Standard Board ASC Topic 718, or ASC 718, the company is required to estimate and record an expense for each award of equity compensation (including stock options and RSUs) over the vesting period of the award. We record share-based compensation expense on an ongoing basis according to ASC 718. The compensation committee has considered, and may in the future consider, the grant of restricted stock or other stock awards to executive officers in lieu of or in addition to stock option and RSU grants in light of the accounting impact of ASC 718 with respect to stock option and RSU grants and other considerations.

Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code, limits companies to a deduction for federal income tax purposes of not more than $1 million of compensation paid to certain executive officers in a calendar year. Compensation above $1 million may be deducted if it is performance-based compensation, as defined in the Code and accompanying regulations. To maintain flexibility in compensating executive officers in a manner designed to promote the company s goals, the compensation committee considered and determined at this time to not establish a policy for determining which forms of incentive compensation awarded to executive officers shall be designed to qualify as performance-based compensation for purposes of section 162(m) or that requires all compensation to be deductible. The compensation committee intends to continue to evaluate the effects of the compensation limits of section 162(m) on any compensation it proposes to grant, and the compensation committee intends to continue to provide future compensation in a manner consistent with the best interests of the company and its shareholders.

Risk Assessment Concerning Compensation Practices and Policies

The compensation committee annually reviews all of the company s compensation policies and practices to assess whether they encourage employees to take inappropriate risks. After reviewing each of the company s compensation plans, and the checks and balances built into, and oversight of, each plan, in February 2013 the compensation committee determined that any risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on our company as a whole. In addition, the compensation committee believes that the mix and design of the elements of executive compensation do not encourage management to assume excessive risks and, as described above under the heading *Compensation Discussion and Analysis*, significant compensation decisions, and decisions concerning the compensation of the company s executives, include subjective considerations by the compensation committee or the full board of directors, which restrain the influence of formulae or objective factors on excessive risk taking. Finally, the mix of short-term compensation (in the form of salary and annual bonus, if any), and long-term compensation (in the form of stock options and RSUs) also prevents undue focus on short-term results and helps align the interests of the company s executives with the interests of our shareholders.

Conclusion

It is the opinion of the compensation committee that the compensation policies and elements described above provide the necessary incentives to properly align our executive officers performance with the interests of our shareholders

while maintaining equitable and competitive executive compensation practices that enable us to attract and retain the highest caliber of executives.

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SUMMARY COMPENSATION TABLE

Summary of Compensation

The following table sets forth certain summary information for the years indicated with respect to the compensation earned by the named executive officers for fiscal years 2013, 2012 and 2011, as applicable. The compensation information presented below consists of information with respect to Jazz Pharmaceuticals, Inc., our predecessor, for periods prior to January 18, 2012 and information with respect to Jazz Pharmaceuticals plc for the period January 18, 2012 through December 31, 2013. See *Basis of Presentation*.

Name and Principal Position	Year	Salary ($) (1)	Bonus ($) (2)	Stock Awards ($) (3)	Option Awards ($) (4)	Non-Equity Incentive Plan Compensation ($) (5)	All Other Compensation ($) (6)	Total ($)
Bruce C. Cozadd	2013	771,154		2,956,500	3,478,750	1,056,500	3,622	8,266,526
Chairman and Chief Executive Officer	2012	722,158		4,682,990	4,627,340	1,081,600	1,710	11,115,798
	2011	563,173			2,474,780	552,000	1,710	3,591,663
Kathryn E. Falberg (7)	2013	472,693		946,080	890,560	380,000	3,622	2,692,955
Former Executive Vice President and Chief Financial Officer	2012	446,769		1,639,047	1,619,569	390,000	2,622	4,098,007
	2011	377,635			707,080	300,000	2,312	1,387,027
Suzanne Sawochka Hooper (8)	2013	473,462	62,500	946,080	890,560	430,000	2,689	2,805,291
Executive Vice President and General Counsel	2012	420,289	187,500	1,639,047	1,619,569	350,000	1,453	4,217,858
Russell J. Cox	2013	419,616		813,038	765,325	380,000	3,622	2,381,601
Executive Vice President and Chief Operating Officer	2012	379,250		1,639,047	1,619,569	300,000	1,629	3,939,495
	2011	322,576			707,080	225,000	1,067	1,255,723
Fintan Keegan (9)	2013	356,667		739,125	695,750	260,000	27,300	2,078,842
Executive Vice President, Technical Operations								

(1) The dollar amounts in this column represent base salary earned during the indicated fiscal year. For more information regarding salaries in 2013, see *Compensation Discussion and Analysis 2013 Compensation Decisions for the Named Executive Officers Base Salary* above. Mr. Keegan is paid in Euro. The conversion to U.S. dollars reflected in this column was calculated based on the average exchange rate for each month as reported by OANDA.

(2)

The dollar amounts in this column represent cash signing and or retention bonuses, as applicable, paid during the indicated fiscal years to Ms. Hooper. See *Description of Compensation Arrangements Executive Employment Agreements* below.

(3) The dollar amounts in this column reflect the aggregate grant date fair value of all RSU awards granted during the indicated fiscal year computed in accordance with ASC 718. The grant date fair value of each RSU award is measured based on the closing price of our ordinary shares on the date of grant. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the named executive officers.

(4) The dollar amounts in this column reflect the aggregate grant date fair value of all stock option awards granted during the indicated fiscal year. These amounts have been calculated in accordance with ASC 718, using the Black-Scholes option-pricing model and excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in the notes to our audited consolidated financial statements included in the 2013 10-K. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the named executive officers.

(5) The dollar amounts in this column represent the cash bonus awarded under the performance bonus plan for the indicated fiscal year. For more information, see *Compensation Discussion and Analysis 2013 Compensation Decisions for the Named Executive Officers Performance Bonus Awards* above. Mr. Keegan is paid in Euro. The conversion to U.S. dollars reflected in this column was calculated based on the average exchange rate for each month as reported by OANDA.

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(6) The dollar amounts in this column represent group term life insurance premiums paid and, for the named executive officers based in the United States, up to $1,000 of matching contributions made to the 401(k) Plan during the indicated fiscal year, and for Mr. Keegan, $21,462 of matching contributions made to the Ireland tax-qualified defined contribution plan during 2013. Mr. Keegan is paid in Euro. The conversion to U.S. dollars reflected in this column was calculated based on the average exchange rate for each month as reported by OANDA.

(7) Ms. Falberg resigned from her position as our Chief Financial Officer in March 2014.

(8) Ms. Hooper joined us in February 2012 and became an executive officer in March 2012.

(9) Mr. Keegan joined us in January 2012 in connection with the Azur Merger and became an executive officer in July 2012.

Grants of Plan-Based Awards

The following table shows, for the fiscal year ended December 31, 2013, certain information regarding grants of plan-based awards to the named executive officers.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2013

Name	Award Type	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Target ($) (1)	All Other Stock Awards: Number of Shares of Stock or Units (#) (2)	All Other Option Awards: Number of Securities Underlying Options (#) (2)	Exercise or Base Price of Option Awards ($/Sh) (3)	Grant Date Fair Value of Stock and Option Awards ($) (4)
Bruce C. Cozadd	Annual Cash			771,154				
	Annual Option	3/5/2013	2/13/2013			125,000	59.13	3,478,750
	Annual RSU	3/5/2013	2/13/2013		50,000			2,956,500
Kathryn E. Falberg	Annual Cash			236,346				
	Annual Option	3/5/2013	2/13/2013			32,000	59.13	890,560
	Annual RSU	3/5/2013	2/13/2013		16,000			946,080
Suzanne Sawochka Hooper	Annual Cash			236,731				
	Annual Option	3/5/2013	2/13/2013			32,000	59.13	890,560
	Annual RSU	3/5/2013	2/13/2013		16,000			946,080
Russell J. Cox	Annual Cash			209,808				

	Annual Option 3/5/2013	2/13/2013			27,500	59.13	765,325
	Annual RSU 3/5/2013	2/13/2013		13,750			813,038
Fintan Keegan	Annual Cash		178,334				
	Annual Option 3/5/2013	2/13/2013			25,000	59.13	695,750
	Annual RSU 3/5/2013	2/13/2013		12,500			739,125

(1) This column sets forth the target bonus amount for each named executive officer for the year ended December 31, 2013 under the performance bonus plan. There are no thresholds or maximum bonus amounts for each individual officer established under the performance bonus plan. Target bonuses were set as a percentage of each named executive officer s base salary earned for the fiscal year ended December 31, 2013 and were 100% for Mr. Cozadd and 50% for each of Ms. Falberg, Ms. Hooper, Mr. Cox and Mr. Keegan. The dollar value of the actual bonus award earned for the year ended December 31, 2013 for each named executive officer is set forth in the Summary Compensation Table above. As such, the amounts set forth in this column do not represent either additional or actual compensation earned by the named executive officers for the year ended December 31, 2013. For a description of the performance bonus plan, see *Compensation Discussion and Analysis Executive Compensation Program Performance Bonus Plan* and *Compensation Discussion and Analysis 2013 Compensation Decisions for the Named Executive Officers Performance Bonus Awards* above.

(2) Annual stock options and RSU awards were granted under the 2011 Plan, and for Mr. Keegan, under the 2011 Plan sub plan governing awards to participants in the Republic of Ireland, or the Ireland sub plan. Each of the stock option awards listed in the table above vests as to 25% of the ordinary shares underlying the

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stock options upon the one year anniversary of the grant date and vest as to the remainder of the shares in 36 equal monthly installments thereafter. Each of the RSU awards vest in four equal annual installments on the anniversary of the grant date. As a general matter, the vested portion of stock options granted to the named executive officers will expire three months after each named executive officer s last day of service, subject to extension upon certain termination situations, such as death or disability, and RSUs will cease vesting upon each named executive officer s last day of service. Stock option and RSU awards are subject to potential vesting acceleration as described below under the headings *Description of Compensation Arrangements Equity Compensation Arrangements 2011 Equity Incentive Plan* and *Potential Payments upon Termination or Change in Control Amended and Restated Executive Change in Control Plan and Severance Benefit Plan* below. See also *Description of Compensation Arrangements Equity Compensation Arrangements 2011 Equity Incentive Plan* below for a general description of the material terms of the 2011 Plan.

(3) Stock options were granted with an exercise price equal to 100% of the fair market value on the date of grant, $59.13 per share, which was the closing price of our ordinary shares on the grant date.

(4) The dollar amounts in this column represent the grant date fair value of each stock option and RSU award, as applicable, granted to the named executive officers in 2013. These amounts have been calculated in accordance with ASC 718. The grant date fair value of each stock option is calculated using the Black-Scholes option-pricing model and excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in the notes to our audited consolidated financial statements included in the 2013 10-K. The grant date fair value of each RSU award is measured based on the closing price of our ordinary shares on the date of grant.

Description of Compensation Arrangements

Executive Employment Agreements

We do not have employment agreements currently in effect with any of our named executive officers who are based in the United States. Like other employees, executives are eligible for annual salary increases, participation in the performance bonus plan and discretionary equity grants. We have employment agreements in effect with certain employees based outside of the United States, including Mr. Keegan.

From time to time, for employees based in the United States, we have provided an offer letter in connection with an executive officer s commencement of employment, which describes such executive officer s initial terms of employment. For example, in January 2012, we provided an offer letter to Ms. Hooper that included her initial base salary and a hiring bonus of $125,000, payable in connection with commencement of employment, and a retention bonus of $62,500, which amount was payable on each of the six and twelve months following the date she commenced employment. However, Ms. Hooper s employment, as is the case for all of our employees based in the United States, is at-will and not governed by the terms of her offer letter.

Employment Agreement with Fintan Keegan

In connection with the Azur Merger, Azur Pharma and Mr. Keegan entered into an employment agreement in September 2011, as amended in February 2012, that became effective on the Azur Merger closing date and that superseded all prior employment-related agreements between Mr. Keegan and Azur Pharma. Pursuant to the employment agreement, Mr. Keegan continued his employment with us on the terms and conditions set forth in the employment agreement. Mr. Keegan s employment agreement sets forth his initial base salary with us for 2012, and his rights to participate in the performance bonus plan, to an initial equity grant following the closing of the Azur

Merger and to certain severance and change in control payments that are substantially similar to the severance and change in control payments available under our change in control plan, a description of which is included below under the heading *Potential Payments upon Termination or Change in Control*. In addition to standard terms and conditions applicable to our employment agreements with employees based outside the United States, the employment agreement also requires a minimum three months notice period prior to

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termination of Mr. Keegan s employment by either Mr. Keegan or us (except if we terminate Mr. Keegan for cause), subject to our discretion to require Mr. Keegan to serve this notice period on garden leave or to make a payment to Mr. Keegan in lieu of his serving this notice period.

Amended and Restated Executive Change in Control and Severance Benefit Plan

Each of the named executive officers, other than Mr. Keegan, is a participant in the change in control plan, a description of which is included below under the heading *Potential Payments upon Termination or Change in Control*.

Equity Compensation Arrangements

Since the Azur Merger, we have granted stock options and RSU awards to employees, including the named executive officers, under the 2011 Plan. From the initial public offering of Jazz Pharmaceuticals, Inc. until the Azur Merger, we granted stock options to our employees, including some of the named executive officers, under the 2007 Plan. For more information on our current equity compensation program and decisions regarding the grants of equity awards in 2013 for our named executive officers, see *Compensation Discussion and Analysis Executive Compensation Program Long-Term Equity Awards* and *Compensation Discussion and Analysis 2013 Compensation Decisions for the Named Executive Officers Stock Option and RSU Awards*. The following is a brief summary of the material terms of each of our equity compensation plans.

2011 Equity Incentive Plan.

In connection with the Azur Merger, Jazz Pharmaceuticals, Inc. s board of directors adopted the 2011 Plan in October 2011, and its stockholders approved the 2011 Plan at the special meeting of the stockholders held in December 2011. The 2011 Plan became effective immediately before the consummation of the Azur Merger and was assumed and adopted by us upon the consummation of the Azur Merger. The following is a brief summary of the material terms of the 2011 Plan.

Administration. The board of directors has delegated its authority to administer the 2011 Plan to the compensation committee. Subject to the terms of the 2011 Plan, the board of directors or a committee authorized by the board determines recipients, dates of grant, the numbers and types of stock awards to be granted, and the terms and conditions of the stock awards, including the period of their exercisability and vesting. The compensation committee has the authority to delegate its administrative powers under the 2011 Plan to a subcommittee consisting of members of the compensation committee and may, at any time, revest in itself some or all of the power previously delegated to the subcommittee. Our board of directors may also delegate to one or more of our officers the authority to designate employees who are not officers to be recipients of certain stock awards and the number of shares subject to such stock awards, provided that our board of directors must specify the total number of shares that may be subject to the stock awards granted by such officer and such officer may not grant a stock award to himself or herself.

Types of Awards. The 2011 Plan provides for the grant of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards, RSU awards, other stock awards, and performance awards that may be settled in cash, shares, or other property, which may be granted to employees, including officers.

Corporate Transactions. In the event of certain significant Corporate Transactions, our board of directors will have the discretion to take one or more of the following actions with respect to outstanding stock awards (contingent upon the closing or completion of such Corporate Transaction), unless otherwise provided in the stock award agreement or other written agreement with the participant or unless otherwise provided by our board of directors at the time of

grant:

arrange for assumption, continuation, or substitution of a stock award by a surviving or acquiring corporation (or its parent company);

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accelerate the vesting and exercisability of a stock award and provide for its termination prior to the effective time of the Corporate Transaction;

arrange for the assignment or the lapse of any reacquisition or repurchase rights held by us or any of our affiliates with respect to the stock award;

cancel or arrange for the cancellation of a stock award, to the extent not vested or exercised prior to the effective time of the Corporate Transaction, in exchange for such cash consideration, if any, as the board of directors may consider appropriate; or

make a payment equal to the excess, if any, of (a) the value of the property that the participant would have received upon the exercise of the stock award over (b) any exercise price payable in connection with such exercise.

Our board of directors need not take the same action for each stock award or with regard to all participants.

For purposes of the 2011 Plan, a Corporate Transaction generally means (i) a sale or disposition of all or substantially all of our assets or a sale or disposition of at least 90% of our outstanding securities; (ii) a merger, consolidation or similar transaction after which we are not the surviving corporation; or (iii) a merger, consolidation or similar transaction after which we are the surviving corporation but our shares are converted into other property.

Change in Control. The board of directors has the discretion to provide additional acceleration of vesting and exercisability upon or after a Change in Control (as defined in the 2011 Plan and described below) as may be provided in a stock award agreement or any other written agreement between us or any of our affiliates and a participant. The forms of stock option agreement and RSU award agreement adopted by the board of directors under the 2011 Plan provide that in the event a participant s service relationship with us or a successor entity is terminated due to an Involuntary Termination Without Cause (as defined in the stock award agreement and as described below) within 12 months following, or one month prior to, the effective date of a Change in Control, the vesting (and in the case of stock options, exercisability) of the stock award will accelerate in full.

For purposes of the 2011 Plan and the forms of stock option agreement and RSU award agreement issued thereunder, a Change in Control generally means (i) a person or group acquires ownership of more than 50% of the combined voting power of our outstanding securities (other than in connection with a financing or a repurchase program); (ii) a merger, consolidation or similar transaction involving our company, after which our shareholders do not own more than 50% of the combined voting power of the surviving entity or its parent in substantially the same proportion as their ownership of our outstanding voting securities immediately before the transaction; (iii) our shareholders or our board of directors approves a complete dissolution or liquidation of our company, or a complete dissolution or liquidation of our company otherwise occurs (except for a liquidation into a parent company); (iv) a sale, lease, license or other disposition of substantially all of our assets; or (v) individuals who are members of our board of directors on the date of adoption of the 2011 Plan (or members of our board of directors approved or recommended by a majority vote of such members still in office) cease to constitute a majority of our board of directors.

An Involuntary Termination Without Cause generally means that a participant s service relationship with us is terminated for any reason other than for the following reasons (and not upon a participant s death or disability): (i) participant s commission of any felony or crime involving fraud, dishonesty or moral turpitude under the laws of the United States or any state thereof (with respect to Irish participants, the participant s conviction for any criminal

offense (other than an offense under any road traffic legislation in Ireland, the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed) or any offense under any regulation or legislation relating to insider dealing, fraud or dishonesty); (ii) participant s attempted commission of or participation in a fraud or act of dishonesty against us; (iii) participant s intentional, material violation of any contract or agreement with us or of any statutory duty owed to us; (iv) participant s unauthorized use or disclosure of our confidential information or trade secrets; or (v) participant s gross misconduct.

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2007 Equity Incentive Plan

The 2007 Plan, which was initially adopted by the Jazz Pharmaceuticals, Inc. board of directors and approved by the Jazz Pharmaceuticals, Inc. stockholders in connection with its initial public offering, was continued and assumed by us upon consummation of the Azur Merger. The following is a brief summary of the material terms of the 2007 Plan.

Administration. The board of directors has delegated its authority to administer the 2007 Plan to the compensation committee. Subject to the terms of the 2007 Plan, the board of directors or a committee authorized by the board determines recipients, dates of grant, the numbers and types of stock awards to be granted, and the terms and conditions of the stock awards, including the period of their exercisability and vesting.

Types of Awards. The 2007 Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, RSU awards, stock appreciation rights, performance stock awards and other forms of equity compensation, which may be granted to employees, including officers, non-employee directors, and consultants. Incentive stock options may be granted only to employees, including executive officers.

Corporate Transactions. Pursuant to the 2007 Plan, in the event of a Corporate Transaction (as defined in the 2007 Plan and described below), the board of directors has the discretion to take one or more of the following actions with respect to outstanding stock awards, unless otherwise provided in the stock award agreement or other written agreement with the participant or unless otherwise provided by our board of directors at the time of grant:

arrange for the assumption, continuation, or substitution of a stock award by the surviving or acquiring entity (or its parent company);

arrange for the assignment of any reacquisition or repurchase rights applicable to any shares issued pursuant to a stock award to the surviving or acquiring corporation (or its parent company);

accelerate the vesting and exercisability of a stock award prior to the effective time of the Corporate Transaction followed by the termination of such stock award if it is not exercised at or prior to the Corporate Transaction;

arrange for the lapse of any reacquisition or repurchase rights applicable to any shares issued pursuant to a stock award;

cancel or arrange for the cancellation of a stock award, to the extent not vested or not exercised prior to the effective time of the Corporate Transaction, in exchange for cash consideration as the board of directors considers appropriate; and

arrange for the surrender of a stock award in exchange for a payment equal to the excess of (a) the value of the property the holder of the stock award would have received upon the exercise of the stock award, over (b) any exercise price payable by such holder in connection with such exercise.

The board of directors need not take the same action for each stock award. For purposes of the 2007 Plan, a Corporate Transaction generally means (i) a sale or disposition of all of our assets or a sale or disposition of at least 90% of our outstanding securities; (ii) a merger, consolidation or similar transaction after which we are not the surviving corporation; or (iii) a merger, consolidation or similar transaction after which we are the surviving corporation but our shares are converted into other property.

Change in Control. The board of directors has the discretion to provide additional acceleration of vesting and exercisability upon or after a Change in Control (as defined in the 2007 Plan and described below) as may be provided in a stock award agreement or any other written agreement between us or any of our affiliates and a participant. The forms of stock option agreement and RSU award agreement adopted by the board of directors under the 2007 Plan provide that in the event a participant s service relationship with us or a successor entity is terminated due to an Involuntary Termination Without Cause (as defined in the stock award agreement and as

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described below) within 12 months following, or one month prior to, the effective date of a Change in Control, the vesting (and in the case of stock options, exercisability) of the stock award will accelerate in full. For purposes of the 2007 Plan and the forms of stock option agreement and RSU award agreement issued thereunder, a Change in Control has a similar meaning as under the change in control plan, as described below under the heading *Potential Payments upon Termination or Change in Control Amended and Restated Executive Change in Control and Severance Benefit Plan*, except that it also means a change in which the members of the incumbent board of directors (or persons elected by a majority of the incumbent board of directors) cease to constitute a majority of the board of directors.

The term Involuntary Termination Without Cause has a similar meaning as under the 2011 Plan, as described above.

2007 Employee Stock Purchase Plan

Additional long-term equity incentives are provided through the ESPP, which was amended and restated by Jazz Pharmaceuticals, Inc. s board of directors in October 2011 and approved by its stockholders in December 2011, to be effective immediately prior to the Azur Merger, and, in October 2012, amended and restated by our compensation committee. The ESPP was assumed by us upon the consummation of the Azur Merger. The ESPP is intended to qualify as an employee stock purchase plan within the meaning of section 423 of the Code. Under the ESPP, all of our regular employees and employees of any of our parent or subsidiary companies if the board of directors designates such company as eligible to participate (including the named executive officers) may participate and may contribute, normally through payroll deductions, up to 15% of their earnings up to a total of $15,000 per purchase period for the purchase of our ordinary shares under the ESPP. The ESPP is currently offered to our regular employees in Ireland and the United States. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, we may specify offerings with a duration of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which our ordinary shares will be purchased for employees participating in the offering. Unless otherwise determined by the board of directors, ordinary shares are purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of an ordinary share on the first date of an offering or (b) 85% of the fair market value of an ordinary share on the date of purchase.

Performance Bonus Plan

We maintain a performance bonus plan to reward executive officers and other employees for successful achievement of company-wide and individual performance objectives on an annual basis. More information regarding the performance bonus plan is provided above under the headings *Compensation Discussion and Analysis Executive Compensation Program Performance Bonus Plan* and *Compensation Discussion and Analysis 2013 Compensation Decisions for the Named Executive Officers Performance Bonus Awards*.

401(k) Plan and Ireland Tax-Qualified Defined Contribution Plan

Our employees based in the United States are eligible to participate in the 401(k) Plan. The 401(k) Plan is intended to qualify as a tax-qualified plan under section 401 of the Code. The 401(k) Plan provides that each participant may contribute a portion of his or her pretax compensation, up to a statutory annual limit, which was $17,500 for employees under age 50, and $23,000 for employees age 50 and over. Employee contributions are held and invested by the plan s trustee. The 401(k) Plan also permits us to make discretionary contributions and matching contributions, subject to established limits and a vesting schedule. Through 2012, we had not made any such discretionary or matching contributions to the plan. In 2013, we began making discretionary matching contributions subject to an annual limit of $1,000 per employee.

Our employees based in Ireland are eligible to participate in the Ireland tax-qualified defined contribution plan. The Ireland tax-qualified defined contribution plan is an occupation pension scheme and a defined

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contribution scheme within the meaning of the Pension Act 1990 intended to qualify as an exempt approved retirement benefits scheme under Section 774 of the Taxes Consolidation Act, 1997. The Ireland tax-qualified defined contribution plan provides that each eligible employee may contribute a portion (from 2% to 6%) of his or her salary to the plan. In 2013, when we adopted the plan, we also began to contribute matching contributions to the plan, ranging from 4% to 8% based on the amount contributed by an employee. Employees have the ability to make additional voluntary contributions to the plan, subject to certain limits, that we do not match. Employees may direct the manner in which contributions to the plan are invested. If an employee fails to make investment directions, such employee s contributions are invested according to a default investment strategy.

Additional Benefits

The named executive officers are eligible to participate in our benefit plans generally available to all employees, as described in *Compensation Discussion and Analysis Executive Compensation Program Other Benefits*.

Pension Benefits

Other than with respect to tax-qualified defined contribution plans such as the 401(k) Plan and the Ireland tax-qualified defined contribution plan, the named executive officers do not participate in any plan that provides for retirement payments and benefits, or payments and benefits that will be provided primarily following retirement.

Nonqualified Deferred Compensation

During the year ended December 31, 2013, the named executive officers did not contribute to, or earn any amounts with respect to, any defined contribution or other plan sponsored by us that provides for the deferral of compensation on a basis that is not tax-qualified.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth, for the fiscal year ended December 31, 2013, certain information regarding outstanding equity awards at fiscal year-end for the named executive officers.

OUTSTANDING EQUITY AWARDS AT 2013 FISCAL YEAR-END TABLE

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) (1) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($) (2)
Bruce C. Cozadd		125,000 (3)	59.13	3/4/2023	125,000	15,820,000
	66,666	133,334 (4)	46.83	8/8/2022		
	5,081	8,710 (5)	11.48	3/7/2020		
Kathryn E. Falberg (8)		32,000 (3)	59.13	3/4/2023	42,250	5,347,160
	23,333	46,667 (4)	46.83	8/8/2022		
		3,750 (5)	11.48	3/7/2020		
	10,204		7.35	12/6/2019		
Suzanne Sawochka Hooper		32,000 (3)	59.13	3/4/2023	42,250	5,347,160
	23,333	46,667 (4)	46.83	8/8/2022		
Russell J. Cox		27,500 (3)	59.13	3/4/2023	40,000	5,062,400
	23,333	46,667 (4)	46.83	8/8/2022		
	35,450	8,750 (6)	8.23	8/24/2020		
Fintan Keegan		25,000 (3)	59.13	3/4/2023	33,125	4,192,300
	3,000	6,000 (4)	46.83	8/8/2022		
	20,125	25,875 (7)	51.83	2/28/2022		

(1) In addition to the specific vesting schedule for each stock option award, each unvested stock option is subject to the general terms of the 2011 Plan and 2007 Plan, as applicable, including the potential for future vesting acceleration described above under the heading *Description of Compensation Arrangements Equity Compensation Arrangements* as well as the potential vesting acceleration under the terms of the change in control plan and, with respect to Mr. Keegan, his employment agreement described below under the heading *Potential Payments upon Termination or Change in Control*.

(2) The market values of the RSU awards that have not vested are calculated by multiplying the number of shares underlying the RSU awards shown in the table by the closing price of our ordinary shares on December 31, 2013,

which was $126.56.

(3) The unexercisable shares subject to this stock option award as of December 31, 2013 vested with respect to 25% of the shares underlying the stock option on March 5, 2014 and the remainder will vest monthly from April 5, 2014 to March 5, 2017.

(4) The unexercisable shares subject to this stock option award as of December 31, 2013 will vest monthly from January 9, 2014 to August 9, 2016.

(5) The unexercisable shares subject to this stock option award as of December 31, 2013 fully vested on March 8, 2014.

(6) The unexercisable shares subject to this stock option award as of December 31, 2013 will vest monthly from January 21, 2014 to July 21, 2014.

(7) The unexercisable shares subject to this stock option award as of December 31, 2013 will vest monthly from January 1, 2014 to March 1, 2016.

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(8) Ms. Falberg resigned from her position as our Chief Financial Officer in March 2014, and pursuant to the terms of her stock option awards and the 2011 Plan, any vested but unexercised option awards will be canceled three months from the date Ms. Falberg ceased to be our employee.

Option Exercises and Stock Vested

The following table provides information on RSUs vested and stock options exercised, including the number of shares acquired upon exercise and the value realized, determined as described below, for the named executive officers in the year ended December 31, 2013.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (2)
Bruce C. Cozadd	49,934	1,871,838	25,000	2,021,978
Kathryn E. Falberg	44,216	2,289,504	8,750	707,699
Suzanne Sawochka Hooper			8,750	707,699
Russell J. Cox	1,000	50,260	8,750	707,699
Fintan Keegan			6,875	430,987

(1) The value realized on exercise is based on the difference between the closing price of our ordinary shares on the date of exercise and the applicable exercise price of those options, and does not represent actual amounts received by the named executive officers as a result of the option exercises.

(2) The value realized on vesting is based on the number of shares underlying the RSUs that vested and the closing price of our ordinary shares on the vesting date.

Potential Payments upon Termination or Change in Control

Amended and Restated Executive Change in Control and Severance Benefit Plan

Under Jazz Pharmaceuticals, Inc. s executive change in control plan, which we assumed upon the consummation of the Azur Merger, as amended through July 2013, or the change in control plan, in the event that an executive s employment terminates due to an Involuntary Termination without Cause or a Constructive Termination within 12 months following a Change in Control (as such capitalized terms are defined in the change in control plan and described generally below), and assuming all of the other conditions of the change in control plan are met, then each executive who is a participant in the change in control plan would be entitled to the following benefits under the change in control plan:

a single lump sum cash severance payment equal to the sum of: (1) the executive s base salary in effect during the last regularly scheduled payroll period immediately preceding the termination (without, as a general matter, giving effect to any voluntary pay reduction taken by the executive during the 12 months preceding the date of termination), which is referred to as the applicable base salary, multiplied by the

applicable percentage set forth below; *plus* (2) the product of (i) the applicable base salary and (ii) the applicable bonus percentage described below, and (iii) the applicable percentage set forth below; *plus* (3) the product of (A) the executive s applicable base salary and (B) the executive s applicable bonus percentage and (C) the quotient obtained by dividing the number of full months that an executive is employed in the year of the termination by 12.

The applicable percentage as of December 31, 2013 was 200% for the Chief Executive Officer, Executive Chairman or President (currently only Mr. Cozadd), 150% for Senior Vice Presidents and above (which includes our Executive Vice Presidents) and 100% for Vice Presidents.

The applicable bonus percentage is the greater of (a) any annual bonus, as a percentage of annual base salary paid in the year of determination, paid to the executive in respect of either of the last two calendar years prior to the date of termination or (b) the executive s target bonus, expressed as a percentage of annual base salary, for the calendar year in which the termination occurs;

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full payment of all of the applicable COBRA premiums for any health, dental or vision plan sponsored by us. As of December 31, 2013, the applicable COBRA payments were for a period of up to (i) 24 months for the Chief Executive Officer, Executive Chairman or President, (ii) 18 months for Senior Vice Presidents and above (which includes our Executive Vice Presidents), and (iii) 12 months for Vice Presidents, provided that the executive timely elects continued coverage; and

acceleration in full of the vesting and exercisability, and termination of any of our repurchase rights, with respect to outstanding stock options and other equity awards held by the executives.

The following key terms are defined in the change in control plan:

A Change in Control generally means the consummation of any of the following events (i) a person or group acquires ownership of more than 50% of our outstanding securities (other than in connection with a private financing, recapitalization or conversion or restructuring of our indebtedness); (ii) a merger transaction involving us, after which our shareholders do not own more than 50% of the combined voting power of the surviving entity; (iii) our complete dissolution or liquidation; or (iv) a sale, lease, license or other disposition of substantially all of our assets.

An Involuntary Termination without Cause generally means an executive s employment relationship is terminated by any reason other than for the following reasons (and not upon an executive s death or disability) (i) executive s unauthorized use or disclosure of confidential information or trade secrets which causes material harm to us; (ii) executive s material breach of any agreement with us after an opportunity to cure; (iii) executive s material failure to comply with our written policies or rules after an opportunity to cure; (iv) executive s conviction or plea of guilty or no contest to any crime involving fraud, dishonesty or moral turpitude; (v) executive s gross misconduct; (vi) executive s continued failure to perform his or her assigned duties after notification; or (vii) executive s failure to cooperate in good faith with any governmental or internal investigation of us or our directors, officers or employees.

A Constructive Termination generally means an executive resigns employment after any of the following actions or events (i) a reduction in executive s base salary by more than ten percent (other than a company-wide or executive-level general reduction); (ii) a relocation of executive s place of employment by more than 35 miles without executive s consent; (iii) a substantial reduction in the executive s duties or responsibilities that are in effect prior to a Change in Control; (iv) a reduction in executive s title; or (v) a substantial increase in executive s required business travel without executive s consent.

We benefit by requiring our executive officers to execute an effective general waiver and release of claims in order to be eligible to receive benefits under the change in control plan. All other benefits (such as life insurance, disability coverage and 401(k) Plan eligibility) will terminate as of the executive s termination date.

The change in control plan does not provide for the gross up of any excise taxes imposed by section 4999 of the Code. If any of the severance benefits payable under the change in control plan would constitute a parachute payment within the meaning of section 280G of the Code, subject to the excise tax imposed by section 4999 of the Code, the change in control plan provides for a best after-tax analysis with respect to such payments, under which the executive will receive whichever of the following two alternative forms of payment would result in executive s receipt, on an after-tax basis, of the greater amount of the transaction payment notwithstanding that all or some portion of the

transaction payment may be subject to the excise tax: (i) payment in full of the entire amount of the transaction payment, or (ii) payment of only a part of the transaction payment so that the executive receives the largest payment possible without the imposition of the excise tax.

No executive would receive benefits under the change in control plan if (i) the executive has entered into an individually negotiated employment agreement that provides for severance or change in control benefits, (ii) the executive is entitled to receive benefits under another change in control plan maintained by us that provides benefits in connection with an Involuntary Termination without Cause or a Constructive Termination, in each case within 12 months following a Change in Control, (iii) the executive voluntarily terminates employment with

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us to accept employment with another entity that is controlled, directly or indirectly, by us or is otherwise affiliated with us, or (iv) the executive does not confirm in writing that he or she is subject to agreements with us relating to proprietary and confidential information. In addition, benefits would be terminated under the change in control plan if the executive willfully breaches his or her agreements with us relating to proprietary and confidential information or engages in certain solicitation or business interference activities.

The structure and amount of benefits provided under the change in control plan are intended to balance our goals of attracting and retaining highly qualified individuals, providing the appropriate incentive for such individuals to perform in the best interests of our shareholders and maintaining responsible pay practices. Our compensation committee periodically reviews market data to gain a general understanding of the change in control benefits offered by our competitors and reviews the benefits offered under the change in control plan against such market data to ensure that the benefits under our change in control plan remain appropriate.

Employment Agreement with Fintan Keegan

Mr. Keegan s employment agreement provides for the same benefits described above under the change in control plan with respect to Executive Vice Presidents, and the same definitions as described above under the change in control plan, except that (i) an Involuntary Termination Without Cause also includes any action by Mr. Keegan warranting his summary dismissal (which includes being guilty of dishonesty; acting in any manner likely to bring himself or us into disrepute or prejudices our interests; becoming prohibited by law from being a director; or directly or indirectly advising, participating in or acting in concert with any person who makes or is considering making an offer for our issued share capital) and (ii) a Constructive Termination does not include Mr. Keegan s resignation following a substantial increase in required business travel without his consent.

Equity Compensation Plans

The 2011 Plan and 2007 Plan and award agreements thereunder provide for potential vesting acceleration upon an executive s termination in connection with a change in control and, at the discretion of the board of directors, upon certain change in control events, as further described above under the heading *Description of Compensation Arrangements Equity Compensation Arrangements*.

Potential Payments upon Termination or Change in Control Table

The following table estimates the potential severance payments and benefits under the change in control plan, or in the case of Mr. Keegan, his employment agreement, to which the named executive officers would be entitled in connection with specified termination events, calculated as if the named executive officers employment had terminated as of December 31, 2013. In addition, the table sets forth the amounts to which the named executive officers would be entitled under the 2011 Plan and 2007 Plan if, upon a corporate transaction or change in control transaction, the board of directors exercised its discretion to accelerate the vesting and exercisability of stock options and the vesting of RSU awards, and such event occurred on December 31, 2013.

There are no other agreements, arrangements or plans that entitle any named executive officers to severance, perquisites or other benefits upon termination of employment or a change in control. For purposes of the table below, we have assumed that none of the potential severance benefits payable under the change in control plan would be subject to the excise tax imposed by section 4999 of the Code and therefore would not be reduced in accordance with the terms of the change in control plan.

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POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

AS OF DECEMBER 31, 2013

Name	Benefit	Involuntary Termination Without Cause or Constructive Termination in Connection with a Change of Control ($) (1)	2011 Plan and 2007 Plan Certain Corporate Transactions ($) (2)
Bruce C. Cozadd	Lump Sum Cash Severance Payment	5,032,230	
	COBRA Payments	61,390	
	Vesting Acceleration (3)	35,881,817	35,881,817
	Benefit Total	**40,975,437**	**35,881,817**
Kathryn E. Falberg (4)	Lump Sum Cash Severance Payment	1,749,109	
	COBRA Payments	46,042	
	Vesting Acceleration (3)	11,657,230	11,657,230
	Benefit Total	**13,452,381**	**11,657,230**
Suzanne Sawochka Hooper	Lump Sum Cash Severance Payment	1,701,403	
	COBRA Payments	32,231	
	Vesting Acceleration (3)	11,225,680	11,225,680
	Benefit Total	**12,959,314**	**11,225,680**
Russell J. Cox	Lump Sum Cash Severance Payment	1,477,975	
	COBRA Payments	46,967	
	Vesting Acceleration (3)	11,672,872	11,672,872
	Benefit Total	**13,197,814**	**11,672,872**
Fintan Keegan	Lump Sum Cash Severance Payment	1,221,649	
	Health Insurance Payments	2,914	
	Vesting Acceleration (3)	8,290,069	8,290,069
	Benefit Total	**9,514,632**	**8,290,069**

(1) These benefits would be payable under the change in control plan, or with respect to Mr. Keegan, his employment agreement, if the Involuntary Termination without Cause or Constructive Termination occurred within 12 months following a Change in Control and assuming such termination took place on December 31, 2013. The forms of stock option and RSU agreements under the 2011 Plan and the 2007 Plan (including the Ireland sub plan, with respect to Mr. Keegan) provide for the same vesting acceleration benefit as shown here under the change in control plan, therefore no separate vesting acceleration benefit is listed.

(2) These benefits would be payable under the 2011 Plan and the 2007 Plan (including the Ireland sub plan, with respect to Mr. Keegan) if, upon a corporate transaction event, the board of directors exercised its discretion to accelerate the vesting and exercisability of outstanding stock options and RSU awards, assuming the vesting acceleration took place on December 31, 2013. For a description of the potential vesting acceleration provisions in the 2011 Plan and the 2007 Plan, see *Description of Compensation Arrangements Equity Compensation Arrangements* above.

(3) The value of stock option and RSU award vesting acceleration is based on the closing price of $126.56 per ordinary share on December 31, 2013, minus, in the case of stock options, the exercise price of the unvested stock option shares subject to acceleration.

(4) Ms. Falberg resigned from her position as our Chief Financial Officer in March 2014. Ms. Falberg did not receive any severance or other payments in connection with her resignation.

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DIRECTOR COMPENSATION

Non-Employee Director Compensation Policy

Pursuant to our non-employee director compensation policy, or director compensation policy, each non-employee director was entitled to receive the following cash compensation for board services, as applicable, for 2013:

- a $55,000 annual retainer for service as a member of our board of directors (paid quarterly);
- a supplemental annual retainer for the chairs of the board committees in the following amounts: $25,000 for the chair of the audit committee, $22,500 for the chair of the compensation committee, $20,000 for the chair of the nominating and corporate governance committee and $22,500 for the chair of the transaction committee (each paid quarterly); and
- a supplemental annual retainer for each member of the following committees other than the chairs, in the following amounts: $15,000 for service as a member of the audit committee, $12,500 for service as a member of the compensation committee, $10,000 for service as a member of the nominating and corporate governance committee and $12,500 for service as a member of the transaction committee (each paid quarterly).

Our director compensation policy was originally approved by our board of directors in May 2013 and was amended in August 2013 to, among other things, provide for cash retainers for the chair and members of the transaction committee. In May 2014, our director compensation policy was again amended to provide for a $25,000 supplemental annual retainer for our lead independent director and to reduce the number of ordinary shares covered by the automatic equity grants discussed below.

The director compensation policy also provides for the automatic grant of equity awards to our non-employee directors over the period of their service on our board of directors. During 2013, our director compensation policy provided that any individual who first becomes a non-employee director is automatically granted the following initial grants: (a) an option to purchase 8,000 ordinary shares that vests with respect to 1/3 of the shares on the first anniversary of the date of such individual s election or appointment to the board of directors, and, with respect to the balance, in a series of 24 successive equal monthly installments thereafter and (b) an RSU award covering 4,000 ordinary shares that vests in equal annual installments over three years from the date of such individual s election or appointment to the board of directors. In May 2014, the numbers of shares subject to these initial grants were reduced to 5,000 shares with respect to the initial option and to 2,500 shares with respect to the initial RSU award.

During 2013, our director compensation policy provided that each continuing non-employee director will automatically be granted the following continuing grants in connection with each annual general meeting: (i) an option to purchase 4,500 ordinary shares that vests in a series of 12 successive equal monthly installments measured from the date of the annual general meeting of our shareholders with respect to which the option is granted and (ii) an RSU award covering 2,250 ordinary shares that vests in full on the first anniversary of the date of the annual general meeting of our shareholders with respect to which the RSU award is granted. If a director is elected or appointed as a director for the first time other than at an annual general meeting, in order to receive automatic continuing grants, the director must have first joined the board at least four calendar months before the date of the applicable annual general meeting. If a director is elected or appointed as a director for the first time at an annual general meeting, the director

will not receive automatic continuing grants for such meeting. In May 2014, the numbers of shares subject to these annual grants were reduced to 3,300 shares with respect to the annual option and to 1,650 shares with respect to the annual RSU award.

The automatic initial grant and continuing grant options are granted under the Amended and Restated 2007 Non-Employee Directors Stock Option Plan, or 2007 Directors Plan, unless the board or compensation committee determines such options will be granted under the 2007 Plan, and the automatic initial grant and continuing grant RSU awards are granted under the 2007 Plan.

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The grant date of the automatic initial grants and automatic continuing grants is the second trading day following the filing date of our next quarterly or annual report filed under the Exchange Act that occurs after the date the director first joined our board of directors (with respect to the automatic initial grants) or the date of our annual general meeting (with respect to the automatic continuing grants). The other terms and conditions applicable to equity awards made to our non-employee directors are included below under the heading *Equity Compensation Arrangements*.

Directors Continuing Education

In furtherance of our ongoing commitment to the continuing education of our directors, in February 2013 our nominating and corporate governance committee adopted a policy for the reimbursement of director continuing education, which was amended in February 2014. Under this policy, we will pay or reimburse each director for enrollment fees and reasonable expenses incurred in connection with attending and participating each year in one director continuing education program and in one healthcare industry continuing education program, each sponsored by an outside provider. In addition, our non-employee directors are reimbursed for travel and other reasonable expenses incurred in attending board or committee meetings, as are our employees who serve as directors.

Directors Deferred Compensation Plan

In May 2007, the Jazz Pharmaceuticals, Inc. board of directors adopted the Directors Deferred Compensation Plan, which was amended in December 2008 and amended and restated in August 2010. The Directors Deferred Compensation Plan, as amended and restated, is referred in this proxy statement as the Directors Deferred Plan. We continued and assumed the Directors Deferred Plan in connection with the Azur Merger. The Directors Deferred Plan allows each non-employee director to elect to defer receipt of all or a portion of his or her annual retainer fees to a future date or dates. Amounts deferred under the Directors Deferred Plan are credited as our ordinary shares to a phantom stock account, and the number of shares credited is based on the amount of the retainer fees deferred divided by the market value of our ordinary shares on the first trading day of the first open window period following the date the retainer fees were deemed earned. On the tenth business day following the day of separation from the board of directors or the occurrence of a change in control, or as soon thereafter as practical once the non-employee director has provided the necessary information for electronic deposit of the deferred shares, each non-employee director will receive (or commence receiving, depending upon whether the director has elected to receive distributions from his phantom stock account in a lump sum or in installments over time) a distribution from his phantom stock account in our ordinary shares. The Directors Deferred Plan may be amended or terminated at any time by the board of directors. The Directors Deferred Plan in form and operation is intended to be compliant with section 409A of the Code.

Although we continue to maintain the Directors Deferred Plan, since the closing of the Azur Merger we have not permitted and will not permit our non-employee directors to defer any annual retainer fees under the Directors Deferred Plan.

Ownership Guidelines for Directors and Executive Officers

In February 2013, our board of directors adopted share ownership guidelines for the company s non-employee directors, Chief Executive Officer and certain other employees who serve on our executive committee, including the named executive officers. Under the guidelines, these individuals are expected to own the company s ordinary shares with a value equal to: three times (3x) base salary, for our Chief Executive Officer; one times (1x) base salary, for each other member of the company s executive committee; and three times (3x) the director s annual cash retainer, for each non-employee director. A description of this policy is included above under the heading *Compensation Discussion and Analysis Executive Compensation Program Ownership Guidelines for Directors and Executive Officers*.

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Equity Compensation Plans

The 2007 Directors Plan, which was initially adopted by the Jazz Pharmaceuticals, Inc. board of directors and approved by the Jazz Pharmaceuticals, Inc. stockholders in connection with its initial public offering, was continued and assumed by us upon the consummation of the Azur Merger. The automatic initial option awards and continuing option awards under our director compensation policy described above are granted under the 2007 Directors Plan unless otherwise determined by our board of directors.

With respect to options granted under the 2007 Directors Plan and 2007 Plan, if a non-employee director s service relationship with us or any of our affiliates, whether as a non-employee director or subsequently as our employee, director or consultant or that of any of our affiliates, ceases for any reason other than disability or death, or, with respect to options granted under the 2007 Directors Plan only, after any 12-month period following a change in control, the optionee may exercise any vested options for a period of three months following the cessation of service. If such optionee s service relationship with us, or any of our affiliates, ceases due to disability or death (or an optionee dies within a certain period following cessation of service), the optionee or a beneficiary may exercise the option for a period of 12 months in the event of disability, and 18 months in the event of death. With respect to options granted under the 2007 Directors Plan, if such optionee s service terminates within 12 months following a specified change in control transaction, the optionee may exercise any vested portion of the option for a period of 12 months following the effective date of such a transaction. The option term may be extended in the event that exercise of the option following termination of service is prohibited by applicable securities laws. In no event, however, may an option be exercised beyond the expiration of its term.

With respect to RSU awards granted under the 2007 Plan, if a non-employee director s service relationship with us or any of our affiliates, whether as a non-employee director or subsequently as our employee, director or consultant or that of any of our affiliates, ceases for any reason, any RSU awards that were unvested as of the date of such termination will be forfeited.

In the event of certain significant corporate transactions (which generally have a meaning similar to Corporate Transaction under the 2007 Plan), all outstanding options under the 2007 Directors Plan may be assumed, continued or substituted for by any surviving or acquiring entity (or its parent company). If the surviving or acquiring entity (or its parent company) elects not to assume, continue or substitute for such options, then (a) with respect to any such options that are held by optionees then performing services for us or our affiliates, the vesting and exercisability of such options will be accelerated in full and such options will be terminated if not exercised prior to the effective date of the corporate transaction and (b) all other outstanding options will terminate if not exercised prior to the effective date of the corporate transaction. The board of directors may also provide that the holder of an outstanding option not assumed in the corporate transaction will surrender such option in exchange for a payment equal to the excess of (i) the value of the property that the optionee would have received upon exercise of the option, over (ii) the exercise price otherwise payable in connection with the option. In addition, the vesting and exercisability of options under the 2007 Directors Plan held by non-employee directors who are either required to resign their position in connection with a specified change in control transaction (which generally has a similar meaning as a Change in Control under the 2007 Plan) or are removed from their position in connection with such a change in control will be accelerated in full.

The treatment of outstanding options and RSU awards under the 2007 Plan in the event of certain significant corporate transactions or a specified change in control transaction is described above under the heading *Executive Compensation Description of Compensation Arrangements Equity Compensation Arrangements 2007 Equity Incentive Plan*.

2013 Equity Grants

In accordance with our non-employee director compensation policy described above, we made automatic initial grants to each of Mr. Gray, Ms. McSharry and Dr. Riedel as a result of their first joining the board of

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directors in May 2013. We also made automatic continuing grants to each of Dr. Sohn and Messrs. Berns, Enright, Mulligan, O Keefe and Winningham as a result of their continuing on the board of directors through our annual general meeting in 2013. All options granted during 2013 were granted under the 2007 Directors Plan and all RSU awards granted during 2013 were granted under the 2007 Plan. Additionally, in February 2013, following his resignation from his position as our Chief Business Officer, International Business Development, the board of directors approved the following grants (which were consistent with the then level of annual grants made to continuing non-employee directors) to Mr. Mulligan with a grant date of March 5, 2013, the first trading day of the first open window period after the February 2013 meeting of the board of directors: (i) under the 2007 Directors Plan, an option to purchase 4,500 ordinary shares that vests in a series of 12 successive equal monthly installments measured from the date of grant and (ii) under the 2007 Plan, an RSU award covering 2,250 ordinary shares that vests in full on the first anniversary of the date of grant.

Director Compensation Table

The following table sets forth certain information with respect to the compensation of all of our non-employee directors for the fiscal year ended December 31, 2013.

Mr. Cozadd, our Chairman and Chief Executive Officer, is not listed in the following table because he is our employee. Mr. Cozadd s compensation is described under Executive Compensation. Mr. Cozadd received no additional compensation for serving on our board of directors in 2013.

DIRECTOR COMPENSATION FOR FISCAL 2013

Name	Fees Earned or Paid in Cash ($) (1)	Stock Awards ($) (2)	Option Awards ($) (3)(4)	All Other Compensation ($) (5)	Total ($)
Paul L. Berns (4)	98,342	183,960	169,967		452,269
Patrick G. Enright (4)	82,500	183,960	169,967		436,427
Peter Gray (4)(6)	51,669	221,120	205,012		477,801
James C. Momtazee (4)(7)	70,842	183,960	169,967		424,769
Heather Ann McSharry (4)(6)	55,827	221,120	205,012		481,959
Seamus Mulligan (4)	57,093	317,002	295,202	49,560	718,857
Kenneth W. O Keefe (4)	80,000	183,960	169,967		433,927
Norbert G. Riedel (4)(6)	48,970	221,120	205,012		475,102
Catherine A. Sohn (4)	86,855	183,960	169,967		440,782
Rick E Winningham (4)	71,658	183,960	169,967		425,585

(1) The dollar amounts in this column represent each non-employee director s actual annual cash retainer for board services, which is equal to the aggregate of his or her annual retainer of $55,000 plus his or her annual retainers for service on one or more board committees, in each case for 2013. Each non-employee director s total fees were earned and payable in four quarterly installments subject to the non-employee director s continuous service at the end of each quarter. Fees paid to each of Ms. McSharry and Messrs. Gray and Mulligan were paid in Euro. The conversion to U.S. dollars was calculated based on the average exchange rate for each quarter as reported by OANDA. Following the Azur Merger, the board of directors did not permit cash retainer fees to be deferred by

our non-employee directors pursuant to the Directors Deferred Plan. The total number of shares previously credited to each individual non-employee director s phantom stock account under the Directors Deferred Plan as of December 31, 2013 were as follows: 4,691 shares for Mr. Berns; 9,929 shares for Mr. Enright; 17,507 shares for Mr. Momtazee; 22,249 shares for Mr. O Keefe; and no shares for each of Drs. Riedel and Sohn, Ms. McSharry and Messrs. Gray, Mulligan and Winningham.

(2) The dollar amounts in this column reflect the aggregate grant date fair value of RSU awards computed in accordance with ASC 718. The grant date fair value of each RSU award is measured based on the closing price of our ordinary shares on the date of grant. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the non-employee directors.

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(3) The dollar amounts in this column represent the aggregate grant date fair value of each stock option award granted to our non-employee directors in 2013. These amounts have been calculated in accordance with ASC 718, using the Black-Scholes option-pricing model and excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in the notes to our audited consolidated financial statements included in the 2013 10-K. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the non-employee directors.

(4) The aggregate number of shares subject to outstanding stock options and RSU awards held by the non-employee directors listed in the table above as of December 31, 2013 was as follows: 9,000 shares subject to outstanding stock options and 2,250 RSUs for each of Messrs. Berns, Enright, Momtazee, O Keefe and Winningham; 12,500 shares subject to outstanding stock options and 4,916 RSUs for Dr. Sohn; 9,000 shares subject to outstanding stock options and 4,500 RSUs for Mr. Mulligan and 8,000 shares subject to outstanding stock options and 4,000 RSUs for each of Ms. McSharry, Mr. Gray and Dr. Riedel.

(5) Mr. Mulligan served as our Chief Business Officer, International Business Development, until February 2013, when he resigned from that position and became a non-employee director. The amount in this column represents the amount paid, which was paid in Euro, through February 2013 as base salary to Mr. Mulligan in connection with his employment. The conversion to U.S. dollars was calculated based on the average exchange rate for each month as reported by OANDA.

(6) Ms. McSharry, Mr. Gray and Dr. Riedel were appointed to our board of directors in May 2013.

(7) Mr. Momtazee resigned from our board of directors in January 2014 and the outstanding shares then credited to his phantom stock account were distributed to him in accordance with the terms of the Directors Deferred Plan.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policy and Procedures for Review of Related Party Transactions

We have adopted a Related Party Transaction Policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related-person transactions. For purposes of our policy only, a related-person transaction is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any related person are, were or will be participants and in which the amount involved exceeds $120,000. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. A related person is any executive officer, director or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related-person transaction (including any transaction that was not a related-person transaction when originally consummated or any transaction that was not initially identified as a related-person transaction prior to consummation), our management must present information regarding the related-person transaction to our audit committee (or, if audit committee approval would be inappropriate, to another independent body of our board of directors) for review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms

available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will, on an annual basis, collect information that our General Counsel deems reasonably necessary from each director, executive officer and (to the extent feasible) significant shareholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy. In addition, under our Code of Conduct, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to our General Counsel, or, if the employee is an executive officer, to our board of directors. In considering related-person transactions, our audit committee (or other independent body of our

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board of directors) will take into account the relevant available facts and circumstances including, but not limited to, the risks, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products and, if applicable, the impact on a director s independence in the event that the related person is a director, immediate family member of a director or an entity with which a director is affiliated.

The policy requires that, in determining whether to approve, ratify or reject a related-person transaction, our audit committee (or other independent body of our board of directors) must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our shareholders, as our audit committee (or other independent body of our board of directors) determines in the good faith exercise of its discretion.

Certain Transactions With or Involving Related Persons

Set forth below is information with respect to certain transactions with or involving related persons and to which we were or will be a participant.

Secondary Offering

In March 2013, we entered into an underwriting agreement with Barclays Capital Inc. and certain selling shareholders, pursuant to which the selling shareholders sold to the underwriter an aggregate of 5,375,000 of our ordinary shares at a purchase price of $58.28 per ordinary share, resulting in aggregate gross proceeds to the selling shareholders of approximately $314.4 million, before deducting underwriting discounts and commissions and other offering expenses. The offering closed on March 8, 2013. We did not receive any proceeds from the sale of our ordinary shares by the selling shareholders in the offering. The names of the selling shareholders and number of shares sold to the underwriters in the offering are included in a table below. Consistent with our obligations under existing registration rights agreements, we were obligated to pay our total expenses in connection with this offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, as well as fees of special counsel to the selling shareholders of up to $50,000, which total offering expenses were approximately $0.5 million. Our participation in this offering did not require approval under our Related Party Transaction Policy because our actions with respect to the offering were undertaken in accordance with our pre-existing obligations under certain registration rights agreements. Our nominating and corporate governance committee, which served as the independent review and oversight body, was advised of the relationship between the selling shareholders and our company prior to the transaction.

Selling Shareholder	Number of Shares Sold
Principal Shareholder or Affiliated Entities: (1)	
Entities affiliated with Kohlberg Kravis Roberts & Co. L.P.	3,750,000
Entities affiliated with Longitude Capital Partners, LLC	800,000
Entities affiliated with Beecken Petty O Keefe & Company, LLC	400,000
Director:	
Seamus Mulligan	425,000

(1) Certain of our current and former directors are affiliated or associated with the entities listed in the table as indicated below:

Entities	Name
Entities affiliated with Kohlberg Kravis Roberts & Co. L.P.	James C. Momtazee
Entities affiliated with Longitude Capital Partners, LLC	Patrick G. Enright
Entities affiliated with Beecken Petty O Keefe & Company, LLC	Kenneth W. O Keefe

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Warrant Exercises and Resale Registration

On July 7, 2009, Jazz Pharmaceuticals, Inc., our predecessor, issued to Longitude Venture Partners, L.P. and to Longitude Capital Associates, L.P., or the Longitude Funds, warrants to purchase an aggregate of 947,867 shares of Jazz Pharmaceuticals, Inc. s common stock at an exercise price of $4.00 per share, which warrants were subsequently converted into warrants to purchase our ordinary shares (on a one-for-one basis) in connection with the Azur Merger. Mr. Enright is a managing member of Longitude Capital Partners, LLC, which is the general partner of each of the Longitude Funds. On February 28, 2014, the Longitude Funds exercised the warrants in full for an aggregate cash purchase price payable to us of approximately $3.8 million. Based solely on the difference between the closing price of our ordinary shares on the date of exercise and the exercise price of the warrants, the value realized by the Longitude Funds upon exercise of the warrants was approximately $140.2 million. In accordance with the terms of an existing investor rights agreement with the Longitude Funds, we registered the resale of the ordinary shares underlying the warrants by the Longitude Funds and, pursuant to such agreement, we were obligated to pay our total expenses in connection with the resale registration, including registration fees and legal expenses estimated to be approximately $75,000. Our involvement in these warrant exercises and the registration for resale of the ordinary shares underlying the warrants did not require approval under our Related Party Transaction Policy because our actions with respect to such matters were undertaken in accordance with our pre-existing obligations under the warrants and the investor rights agreement with the Longitude Funds. Consistent with our audit committee charter, our audit committee reviewed these transactions.

Indemnification Agreements

On or after the effective time of the Azur Merger, we entered into indemnification agreements with our directors, executive officers and certain other of our officers and employees, or the indemnification agreements. The indemnification agreements require us, under the circumstances and to the extent provided for therein, to indemnify such persons to the fullest extent permitted by applicable law against certain expenses and other amounts incurred by any such person as a result of such person being made a party to certain actions, suits, proceedings and other actions by reason of the fact that such person is or was a director, officer, employee, consultant, agent or fiduciary of our company or any of our subsidiaries or other affiliated enterprises. The rights of each person who is a party to an indemnification agreement are in addition to any other rights such person may have under our Memorandum and Articles of Association, the Irish Companies Acts 1963 to 2013, any other agreement, a vote of the shareholders of our company, a resolution of directors of our company or otherwise. We believe that these agreements are necessary to attract and retain qualified persons as our officers and directors. We also maintain directors and officers liability insurance.

OTHER MATTERS

Presentation of Irish Statutory Accounts

Our Irish statutory accounts for the fiscal year ended December 31, 2013, including the reports of the directors and auditors thereon, will be presented at the annual meeting in accordance with the requirements of the Irish Companies Acts of 1963 to 2013. Our Irish statutory accounts will be approved by the board of directors. There is no requirement under Irish law that such statements be approved by shareholders, and no such approval will be sought at the annual meeting.

Registered and Principal Executive Offices

The registered and principal executive offices of Jazz Pharmaceuticals plc are located at Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland. Our telephone number there is +353 1 634 7800.

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Shareholder Proposals and Director Nominations for the 2015 Annual General Meeting

Our shareholders may submit proposals on matters appropriate for shareholder action shareholder meetings in accordance with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2015 annual general meeting of shareholders, all applicable requirements of Rule 14a-8 must be satisfied and, pursuant to Rule 14a-8, such proposals must be received by us no later than February , 2015. However, if our 2015 annual general meeting of shareholders is not held between July 1, 2015 and August 30, 2015, then the deadline will be a reasonable time prior to the time that we begin to print and mail our proxy materials. Such proposals should be delivered to Jazz Pharmaceuticals plc, Attention: Company Secretary, Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

Our memorandum and articles of association provide that shareholder nominations of persons to be elected to the board of directors at an annual general meeting must be made following written notice to our Company Secretary which is executed by a shareholder and accompanied by certain background and other information specified in our memorandum and articles of association. Such written notice and information must be received by our Company Secretary not later than the close of business on , 2015 nor earlier than , 2015; provided, however, that in the event our 2015 annual general meeting of shareholders is not held between July 1, 2015 and August 30, 2015, notice must be delivered no earlier than 150 days prior to nor later than 90 days prior to the date of the 2015 annual general meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Our memorandum and articles of association provide that other proposals may only be proposed at an annual general meeting if either (i) it is proposed by or at the direction of our board of directors; (ii) it is proposed at the direction of the Irish High Court; or (iii) the chairman of the meeting decides, in his or her absolute discretion, that the proposal may properly be regarded as within the scope of the relevant meeting. In addition, the proxy solicited by our board of directors for the 2015 annual general meeting of shareholders will confer discretionary voting authority with respect to (i) any proposal presented by a shareholder at that meeting for which we have not been provided with notice by , 2015 and (ii) if we have received notice of such proposal by , 2015, if the 2015 proxy statement briefly describes the matter and how management s proxy holders intend to vote on it, if the shareholder does not comply with the requirements of Rule 14a-4(c)(2) promulgated under the Exchange Act. On any other business which may properly come before the annual meeting, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this proxy statement, the proxy will act at his/her discretion.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to satisfy the delivery requirements for Notices and proxy materials with respect to two or more shareholders sharing the same address by delivering a single Notice or a single set of proxy materials, as applicable, addressed to those shareholders. This process, which is commonly referred to as householding, potentially means extra convenience for shareholders and cost savings for companies.

A number of brokers with account holders who are Jazz Pharmaceuticals shareholders will be householding Notices and our proxy materials. A single Notice or a single set of proxy materials, as applicable, may be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Notice or set of proxy materials, as applicable, in the future you may: (1) notify your broker, (2) direct your written request to Jazz Pharmaceuticals plc, Attention: Investor Relations, Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland or (3) contact our

Investor Relations department at + 353 1 634 7892 (Ireland) or + 1 650 496 2800 (U.S.) or by email at investorinfo@jazzpharma.com. Shareholders who currently receive multiple copies of Notices or proxy materials at their address and would like to request

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householding of their communications should contact their broker. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of a Notice or set of proxy materials to a shareholder at a shared address to which a single Notice or set of proxy materials, as applicable, was delivered.

Annual Report on Form 10-K

We will mail without charge, upon written request, a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, including the consolidated financial statements, schedules and list of exhibits, and any particular exhibit specifically requested. Requests should be sent to: Jazz Pharmaceuticals plc, Attention: Company Secretary, Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland.

General

Your proxy is solicited on behalf of our board of directors. Unless otherwise directed, at the annual meeting (or an adjournment or postponement thereof), proxies will be voted For all of the nominees listed in Proposal 1 and For Proposals 2, 3 and 4. If any matter other than those described in this proxy statement properly comes before the annual meeting, or with respect to any adjournment or postponement thereof, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By order of the board of directors,

Shawn Mindus

Company Secretary

June , 2014

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JAZZ PHARMACEUTICALS PLC

FOURTH FLOOR, CONNAUGHT HOUSE

ONE BURLINGTON ROAD, DUBLIN 4, IRELAND

ATTN: COMPANY SECRETARY

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on July 30, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on July 30, 2014. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M76062-P52378 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

JAZZ PHARMACEUTICALS PLC

The Board of Directors recommends you vote FOR each of the nominees for director named in Proposal 1 below:

1. To elect the three nominees for director named below to hold office until the 2017 Annual General Meeting of Shareholders.

Nominess	For	Against	Abstain
1a. Bruce C. Cozadd	¨	¨	¨
1b. Heather Ann McSharry	¨	¨	¨
1c. Rick E Winningham	¨	¨	¨

The Board of Directors recommends you vote FOR Proposals 2, 3 and 4:	**For**	**Against**	**Abstain**
2. To approve the appointment of KPMG as the independent auditors of Jazz Pharmaceuticals plc for the fiscal year ending December 31, 2014 and to authorize the audit committee of the Board of Directors to determine the auditors remuneration.	¨	¨	¨
3. To authorize Jazz Pharmaceuticals plc and/or any subsidiary of Jazz Pharmaceuticals plc to make market purchases of Jazz Pharmaceuticals plc s ordinary shares.	¨	¨	¨
4. To approve, on an advisory basis, the compensation of Jazz Pharmaceuticals plc s named executive officers as disclosed in the accompanying proxy statement.	¨	¨	¨

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Thursday, July 31, 2014

10:30 AM Local Time

Jazz Pharmaceuticals plc

Fourth Floor, Connaught House

One Burlington Road

Dublin 4, Ireland

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Combined Document is available at www.proxyvote.com.

M76063-P52378

JAZZ PHARMACEUTICALS PLC

Annual General Meeting of Shareholders

July 31, 2014 10:30 AM Local Time

This proxy is solicited by the Board of Directors

The undersigned hereby appoints Bruce C. Cozadd, Matthew P. Young and Suzanne Sawochka Hooper, and each of them, as attorneys and proxies of the undersigned, with full power of substitution, to vote all of the ordinary shares of Jazz Pharmaceuticals plc (the Company) which the undersigned may be entitled to vote at the Company s Annual General Meeting of Shareholders to be held at the Company s corporate headquarters located on the Fourth Floor, Connaught House, One Burlington Road, Dublin 4, Ireland on Thursday, July 31, 2014, at 10:30 AM Local Time, and at any and all postponements, continuations and adjournments thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions, with discretionary authority as to any and all other matters that may properly come before the meeting.

UNLESS A CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR ALL NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSALS 2, 3 AND 4, AS MORE SPECIFICALLY DESCRIBED IN THE PROXY STATEMENT. IF SPECIFIC INSTRUCTIONS ARE INDICATED, THIS PROXY WILL BE VOTED IN ACCORDANCE THEREWITH.

Continued and to be signed on reverse side