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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**January 8, 2013  
Date of Report (Date of earliest event reported)**

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**JAZZ PHARMACEUTICALS PUBLIC LIMITED  
COMPANY**

**(Exact name of Registrant as specified in its charter)**

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**Ireland**  
**(State or Other Jurisdiction  
of Incorporation)**

**001-33500**  
**(Commission  
File No.)**

**98-1032470**  
**(IRS Employer  
Identification No.)**

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

**011-353-1-634-4183**  
**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On January 8, 2013, at the J.P. Morgan Healthcare Conference in San Francisco, California, Jazz Pharmaceuticals plc (the "Company") presented a corporate overview and financial update, which presentation included an update on the Company's current expectations with respect to its financial guidance for the year ended December 31, 2012 that the Company previously provided on November 8, 2012 and certain additional financial information related thereto. The presentation was announced by a widely disseminated press release and was made available to the public via audio webcast, and the slides that accompanied the presentation were available to the public at the time of the webcast through the Company's website. A transcript of the relevant portion of the presentation relating to the aforementioned financial information is attached hereto as Exhibit 99.1 along with a copy of the relevant slides containing such information.

The information contained in this Item 2.02 and in the accompanying Exhibit 99.1 to this current report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 2.02 and in the accompanying Exhibit 99.1 to this current report shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Portion of slides and related transcript of presentation by Jazz Pharmaceuticals plc on January 8, 2013

SIGNATURES

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

JAZZ PHARMACEUTICALS PUBLIC LIMITED COMPANY

By: /s/ Suzanne Sawochka Hooper

Name: Suzanne Sawochka Hooper

Title: Executive Vice President and General Counsel

Date: January 11, 2013

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**EXHIBIT INDEX**

Exhibit  
Number

Description

99.1 Portion of slides and related transcript of presentation by Jazz Pharmaceuticals plc on January 8, 2013

Relevant portion of the slides presented by Jazz Pharmaceuticals plc at the J.P. Morgan Healthcare Conference in San Francisco, California on January 8, 2013:

2013  
31<sup>st</sup> Annual J.P. Morgan  
Healthcare Conference



**Bruce Cozadd**  
Chairman and CEO



# Forward-Looking Statements



## "Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This presentation contains forward-looking statements, including, but not limited to, statements related to Jazz Pharmaceuticals' estimated financial results and future growth potential, including expectations and estimates regarding 2012 total revenues and Xyrem<sup>®</sup> and Erwinaze<sup>®</sup> sales, other financial and operating results and financial guidance, strategy, plans, future product acquisitions, future clinical development and related timelines, and other statements that are not historical facts. These forward-looking statements are based on Jazz Pharmaceuticals' current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks and uncertainties associated with maintaining and increasing sales of and revenue from Xyrem, such as the potential introduction of generic competition and changed or increased regulatory restrictions on Xyrem, as well as similar risks related to effectively commercializing the company's other marketed products, including Erwinaze and Prialt<sup>®</sup>; successfully integrating and growing Jazz Pharmaceuticals' combined business operations after the Azur Pharma merger and EUSA Pharma acquisition, which may be more difficult, time-consuming or costly than expected, particularly in light of the company's expanded international presence; obtaining appropriate pricing and reimbursement for the company's products in an increasingly challenging environment; ongoing regulation and oversight by U.S. and foreign regulatory agencies; dependence on key customers and sole source suppliers; the company's ability to protect intellectual property rights with respect to its products; the difficulty and uncertainty of pharmaceutical product development and the uncertainty of clinical development and regulatory approval; and potential restrictions on the company's ability and flexibility to pursue future opportunities as a result of its substantial outstanding debt obligations; as well as risks related to future opportunities and plans and the uncertainty of expected financial performance and results; and those risks detailed from time to time under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals' Securities and Exchange Commission filings and reports (Commission File No. 001-33500), including in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. Jazz Pharmaceuticals undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or changes in its expectations.

## Non-GAAP Financial Measures

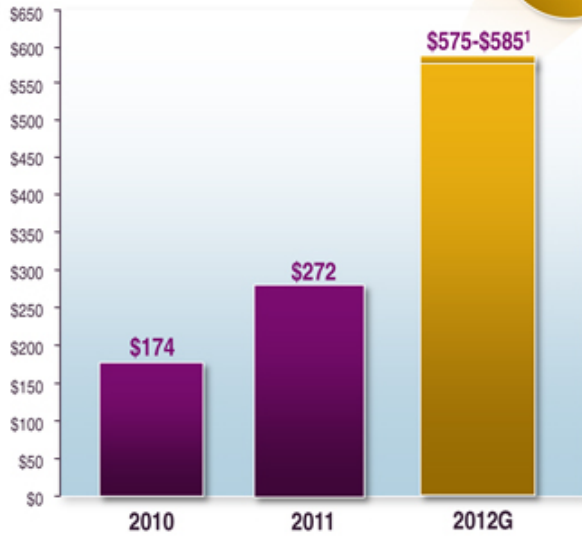


In this presentation, Jazz Pharmaceuticals plc uses the non-GAAP financial measures adjusted net income and adjusted earnings per share. Jazz Pharmaceuticals believes that these non-GAAP financial measures are helpful in understanding its past financial performance and estimated financial results, particularly in light of the effect of various acquisition and divestiture transactions effected by Jazz Pharmaceuticals during 2012. These non-GAAP financial measures are not meant to be considered in isolation or as a substitute for the comparable GAAP measures, and should be read in conjunction with Jazz Pharmaceuticals' consolidated financial statements prepared in accordance with GAAP. Jazz Pharmaceuticals' management regularly uses supplemental non-GAAP financial measures internally to understand, manage and evaluate its business and make operating decisions. Compensation of executives is based in part on the performance of Jazz Pharmaceuticals' business based on these non-GAAP financial measures. In addition, Jazz Pharmaceuticals believes that the use of these non-GAAP financial measures enhances the ability of investors to compare its results from period to period. Adjusted net income and adjusted earnings per share, as used by Jazz Pharmaceuticals in this presentation, may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures used by Jazz Pharmaceuticals' competitors and other companies. The adjusted net income and adjusted earnings per share measures used in this presentation represent GAAP income from continuing operations excluding revenue related to, as applicable, amortization of intangible assets, share-based compensation expense, purchase accounting inventory fair value step-up adjustments, transaction, integration and restructuring costs, change in fair value of contingent consideration, loss on extinguishment of debt, other non-cash items, and the income tax effects of these adjustments and acquisition restructuring activities. Reconciliations of the adjusted net income and adjusted earnings per share measures included in this presentation to their comparable GAAP measures are included at the end of this presentation.

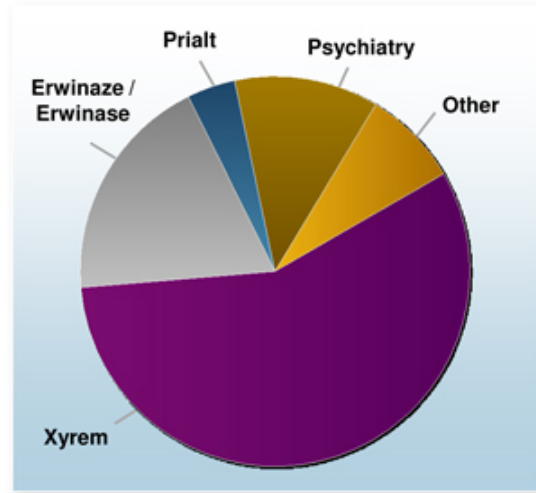
# Strong Revenue Growth, Increasingly Diversified



**Total Revenues**  
(in millions)



**Pro Forma 2012 Worldwide Net Sales<sup>2</sup>**  
Distribution by Product

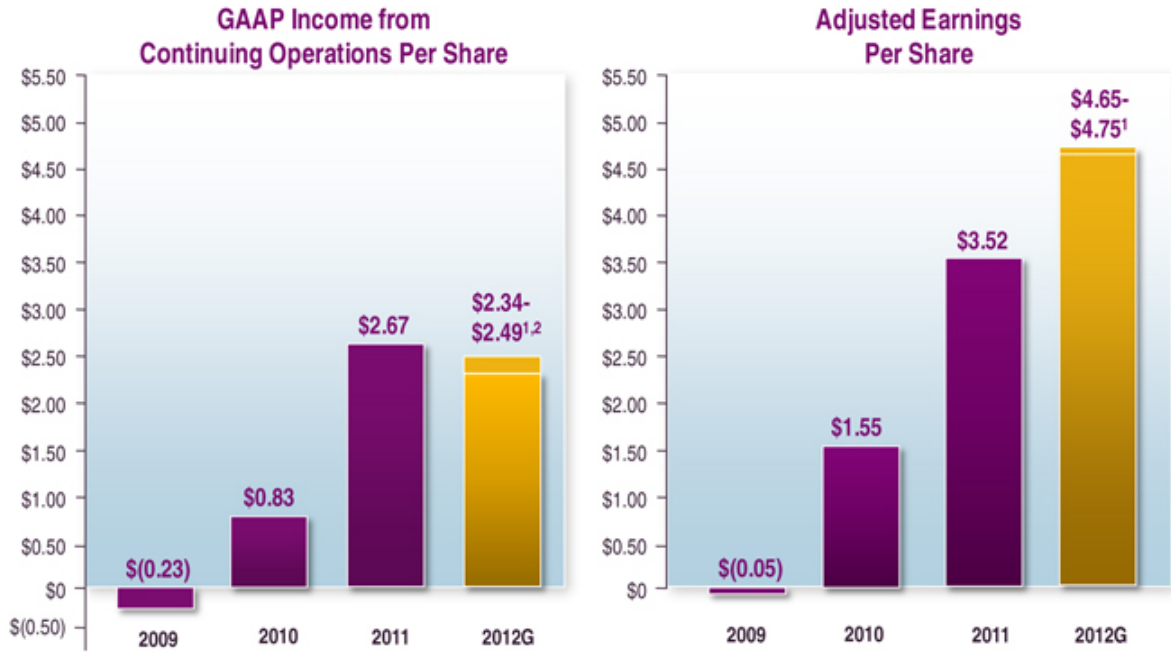


1. Based on guidance provided by Jazz Pharmaceuticals plc for continuing operations on and as of November 8, 2012. The company currently expects that, for the year ended December 31, 2012, reported total revenues will meet or exceed the guidance range provided on November 8, 2012. Jazz Pharmaceuticals has not finalized its financial results for the year ended December 31, 2012 and actual results may differ. Guidance includes EUSA Pharma contribution from June 12, 2012 and Azur Pharma contribution from January 18, 2012, and excludes the Women's Health business, which is now accounted for as discontinued operations.

2. Pro forma estimate based on the expected combined revenues of Jazz Pharmaceuticals, Azur Pharma and EUSA Pharma as if the EUSA Pharma acquisition and the Azur Pharma merger had each been completed on January 1, 2012 (excluding the Women's Health business, which is now accounted for as discontinued operations).



# Strong Track Record of EPS Growth



1. Guidance for continuing operations provided by Jazz Pharmaceuticals plc on and as of November 8, 2012. Jazz Pharmaceuticals is not confirming or updating that guidance. Jazz Pharmaceuticals has not finalized its financial results for the year ended December 31, 2012, and actual results may differ. Guidance includes EUSA Pharma contribution from June 12, 2012 and Azur Pharma from January 18, 2015, and excludes the results of the Women's Health business, which is now accounted for as discontinued operations. Reconciliations of GAAP income from continuing operations per share to adjusted earnings per share can be found at the end of this presentation.
2. Guidance for GAAP income from continuing operations is impacted by various acquisition-related expenses, which include transaction, integration and restructuring expenses, as well as certain non-cash expenses.

# Sustained Earnings Growth – Continuing Operations

**GAAP Income from Continuing Operations<sup>1</sup>**  
(in millions; unaudited)



**Adjusted Net Income<sup>1</sup>**  
(in millions; unaudited)

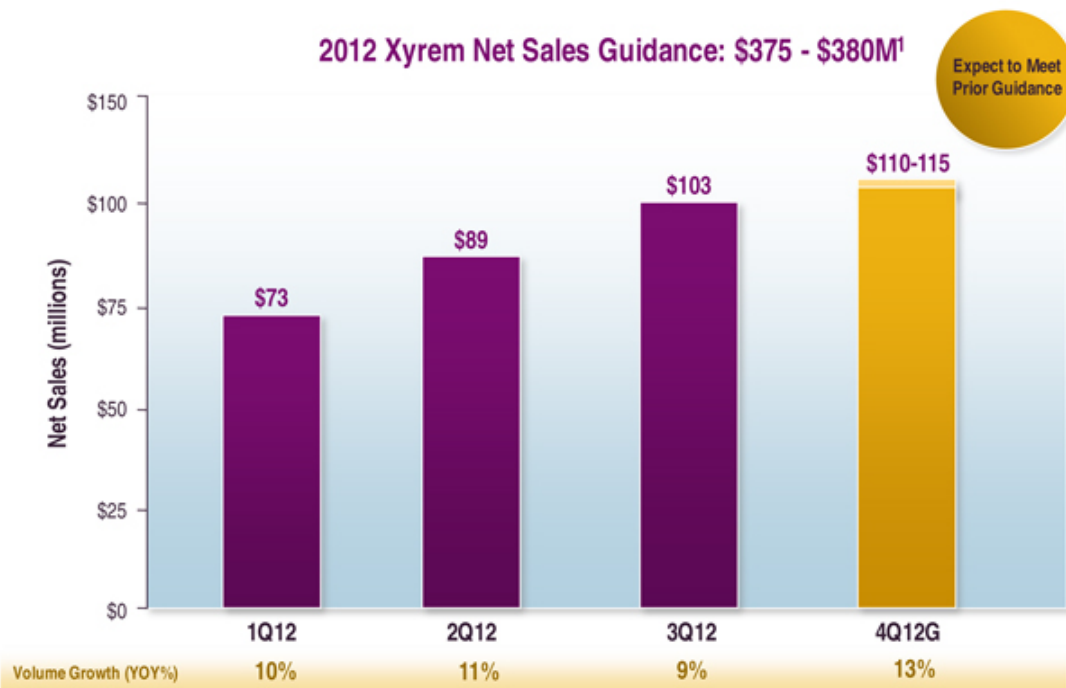


<sup>1</sup> GAAP income from continuing operations and adjusted net income for the first three quarters of 2012 include EUSA Pharma contribution from June 12, 2012 and Azur Pharma contribution from January 18, 2012, and exclude the results of the Women's Health business, which is now accounted for as discontinued operations. Reconciliations of GAAP income from continuing operations to adjusted net income can be found at the end of this presentation.

# Xyrem - Strong Sales Growth

**XYREM**<sup>®</sup>  
(sodium oxybate) oral solution 

2012 Xyrem Net Sales Guidance: \$375 - \$380M<sup>1</sup>

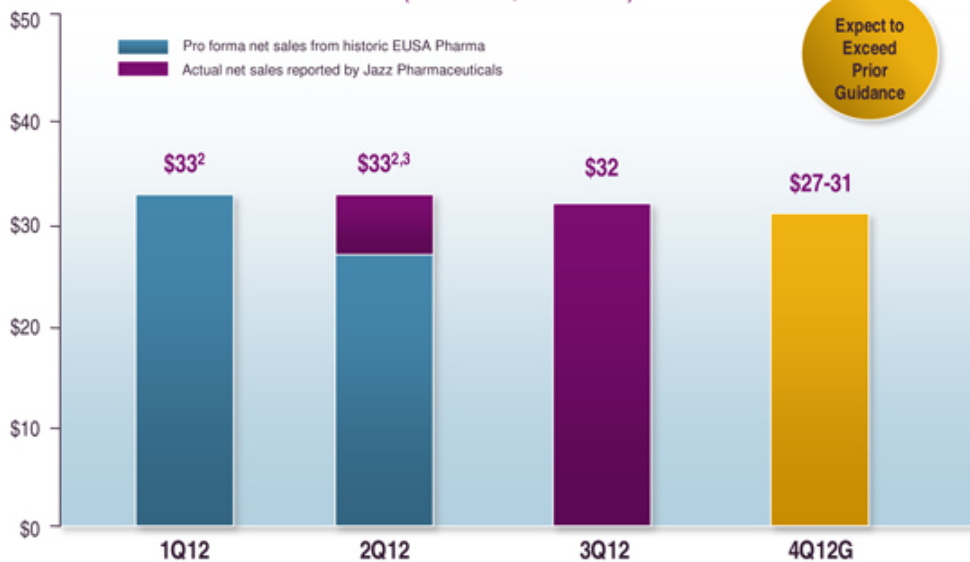


<sup>1</sup> Based on guidance provided by Jazz Pharmaceuticals plc on and as of November 8, 2012. The company currently expects that, for the year ended December 31, 2012, reported Xyrem net sales will meet the guidance range provided on November 8, 2012. Jazz Pharmaceuticals has not finalized its financial results for the quarter and year ended December 31, 2012 and actual results may differ.

# Erwinaze/Erwinase – A New Revenue Source



**2012 Pro Forma Erwinaze/se Net Sales Estimate: \$125 – 129M<sup>1</sup>**  
**Partial Year Guidance: \$65 - \$69M<sup>1</sup>**  
 (In millions, unaudited)



1. Pro forma net sales estimate of Erwinaze/Erwinase for 2012 is based on pro forma Erwinaze/Erwinase net sales of \$59.8 million from historic EUSA Pharma from January 1, 2012 through June 12, 2012, the closing date of the EUSA Pharma acquisition, and Erwinaze/Erwinase net sales guidance of \$65-69 million for 2012 provided by Jazz Pharmaceuticals plc on and as of November 8, 2012. The Company currently expects that, for the year ended December 31, 2012, reported Erwinaze net sales will exceed the top end of the guidance range provided on November 8, 2012. Jazz Pharmaceuticals has not finalized its financial results for the year ended December 31, 2012 and actual results may differ.
2. Pro forma 2012 net sales of Erwinaze/Erwinase from historic EUSA Pharma from January 1, 2012 through June 12, 2012, the closing date of the EUSA Pharma acquisition, were \$60 million.
3. Jazz Pharmaceuticals plc reported actual net sales of Erwinaze/Erwinase sales of \$6 million from June 13, 2012 through June 30, 2012.

## Reconciliation of GAAP Net Income and EPS to Adjusted Net Income and EPS in 2009-2011 Financial Results

(In millions, except per share amounts)

	2009	2010	2011
GAAP net income/(loss)	\$ (7)	\$ 33	\$ 125
Add:			
Intangible asset amortization	8	8	7
Stock-based compensation expense	6	8	21
Transaction related costs	-	-	11
Non-cash interest expense	3	2	-
Loss on extinguishment of debt	-	12	1
Deduct:			
Contract revenues	(11)	(1)	(1)
Luvox CR revenue recognition timing change	-	(1)	-
Adjusted net income / (loss)	\$ (2)	\$ 61	\$ 165
GAAP net income/(loss) per diluted share (EPS)	\$ (0.23)	\$ 0.83	\$ 2.67
Adjusted net income/(loss) per diluted share (EPS)	\$ (0.05)	\$ 1.55	\$ 3.52
Shares used in computing GAAP and adjusted net income / (loss) per diluted share amounts	30	39	47

## Reconciliation of GAAP Income from Continuing Operations to Adjusted Net Income in 2012 Financial Guidance

(In millions, except per share amounts)

	2012G <sup>1</sup>
GAAP income from continuing operations	\$140 - \$151
Adjustments:	
Intangible asset amortization	63
Share-based compensation expense	23 - 24
Purchase accounting inventory fair value step-up	17 - 18
Transaction, integration and restructuring costs	22 - 24
Change in fair value of contingent consideration	2
Other non-cash expense	3
Income tax adjustments	5 - 6
Adjusted net income	\$280 - \$286
GAAP income from continuing operations per diluted share	\$2.34 - \$2.49
Adjusted net income per diluted share	\$4.65 - \$4.75
Shares used in computing per diluted share amounts	60

1. Guidance provided by Jazz Pharmaceuticals plc on and as of November 8, 2012. Jazz Pharmaceuticals is not confirming or updating that guidance. Jazz Pharmaceuticals has not finalized its financial results for the year ended December 31, 2012 and actual results may differ.

## Reconciliation of GAAP Income from Continuing Operations to Adjusted Net Income in 1Q12-3Q12

(In millions; unaudited)

	1Q12	2Q12	3Q12
GAAP income from continuing operations	\$30	\$31	\$34
Adjustments:			
Intangible asset amortization	11	13	20
Share-based compensation expense	3	5	6
Purchase accounting inventory fair value step up	1	3	10
Transaction, integration and restructuring costs	6	11	3
Change in fair value of contingent consideration	-	-	1
Other non-cash expense	-	-	1
Income tax adjustments	-	3	3
Adjusted net income	\$52	\$66	\$79

**Relevant portion of the transcript of the oral presentation by Jazz Pharmaceuticals plc at the J.P. Morgan Healthcare Conference in San Francisco, California on January 8, 2013 accompanying the above slides:**

***Bruce C. Cozadd, Chairman & CEO, Jazz Pharmaceuticals plc***

...

I will start by reminding you that the good news is I'll make forward-looking statements, but you should all know that future results depend on a number of things that are subject to risk factors, which, of course, are detailed in our SEC filings, which I would encourage all of you to read.

I'll also refer to some non-GAAP financial measures during this presentation. We find those particularly helpful for management and we think for investors to evaluate our performance. Of course, we do provide a full reconciliation of GAAP to non-GAAP results in an appendix to this presentation, which is available on our website.

...

Starting with the top-line, you can see the good growth we've shown in total revenues on the left-hand side of this slide, and I'm pleased to announce today that we do expect that our full year total revenues will meet or exceed our prior guidance of \$575 million to \$585 million. This implies a fourth quarter revenues run rate of nearly \$800 million.

...

On the right-hand side, you can see our adjusted EPS, including our guidance issues [sic] in November of \$4.65 to \$4.75 a share.

If we look at those same numbers on a quarterly basis during 2012, you can see the nice progression in adjusted net income on the right-hand side of this slide. And if I subtract the year-to-date nine-month results of \$196 million from our November full-year guidance, you'd see that our expected fourth quarter adjusted net income was approaching \$100 million. In fact, this should give us at year-end 2012 approximately \$400 million in cash.

...

Xyrem has been performing very well. We gave guidance in November of \$375 million to \$380 million in 2012 sales. We do expect to meet that guidance.

And as you can see on the bottom of this slide, I'm very pleased to report that our fourth-quarter-over-fourth-quarter volume growth was 13%, a very strong quarter. That brings year-over-year total volume growth for Xyrem to 11%.

...

When we announced the EUSA acquisition in April of last year, we forecast full-year Erwinaze sales would be in the range of \$115 million to \$125 million. On our second quarter call in August, we updated that guidance to \$125 million to \$129 million, and I'm pleased to say today that we expect our results will exceed our prior guidance. In fact, in the fourth quarter we saw a record number of US vials shipped and strong international performance, which combined will give us a record revenue quarter for Erwinaze.