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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**JAZZ PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**05-0563787**  
(I.R.S. Employer  
Identification No.)

**3180 Porter Drive  
Palo Alto, CA 94304  
(650) 496-3777**  
(Address of principal executive offices)

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**2007 Equity Incentive Plan  
2007 Employee Stock Purchase Plan  
2007 Non-Employee Directors Stock Option Plan**  
(Full titles of the plans)

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**Samuel R. Saks, M.D.  
Chief Executive Officer  
Jazz Pharmaceuticals, Inc.  
3180 Porter Drive  
Palo Alto, CA 94304  
(650) 496-3777**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Suzanne Sawochka Hooper, Esq.  
John M. Geschke, Esq.  
Cooley Godward Kronish LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155  
(650) 843-5000**

**Carol A. Gamble, Esq.  
Philip J. Honerkamp, Esq.  
Jazz Pharmaceuticals, Inc.  
3180 Porter Drive  
Palo Alto, CA 94304  
(650) 496-3777**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,524,520 shares	\$10.05	\$15,321,426.00	\$602.13

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the NASDAQ Global Market on 26, 2008, in accordance with Rule 457(c) of the Securities Act. The chart below details the calculations of the registration fee:

Securities	Number of Shares	Offering Price Per Share(2)	Aggregate Offering Price
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Equity Incentive Plan	1,107,937	\$10.05	\$11,134,766.85
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Employee Stock Purchase Plan	350,000	\$10.05	\$ 3,517,500.00
Common Stock, par value \$0.0001 per share, reserved for future issuance under the 2007 Non-Employee Directors Stock Option Plan	66,583	\$10.05	\$ 669,159.15
<b>Total</b>	<b>1,524,520</b>		<b>\$15,321,426.00</b>

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (i) 1,107,937 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Equity Incentive Plan, (ii) 350,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Employee Stock Purchase Plan and (iii) 66,583 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Non-Employee Directors Stock Option Plan.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statement on Form S-8 (File No. 333-143553) are incorporated by reference herein.

### EXHIBITS

<b>Exhibit Number</b>	<b>Exhibit Title</b>
3.1 <sup>(1)</sup>	Fourth Amended and Restated Certificate of Incorporation of the Registrant.
3.2 <sup>(2)</sup>	Amended and Restated Bylaws.
4.1	Reference is made to Exhibits 3.1 and 3.2.
4.2 <sup>(3)</sup>	Specimen Common Stock Certificate.
4.3A <sup>(4)</sup>	Third Amended and Restated Investor Rights Agreement, made effective as of June 6, 2007, by and between the Registrant and the other parties named therein.
4.3B <sup>(5)</sup>	Waiver and Amendment Agreement, dated as of March 12, 2008, by and between the Registrant and the other parties named therein.
5.1	Opinion of Registrant's General Counsel.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Registrant's General Counsel. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page of this Form S-8.
99.1 <sup>(6)</sup>	2007 Equity Incentive Plan.
99.2 <sup>(7)</sup>	2007 Employee Stock Purchase Plan.
99.3 <sup>(8)</sup>	2007 Non-Employee Directors Stock Option Plan.

<sup>(1)</sup> Previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33500) for the period ended June 30, 2007, as filed with the Commission on August 10, 2007, and incorporated by reference herein.

<sup>(2)</sup> Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

<sup>(3)</sup> Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

<sup>(4)</sup> Previously filed as Exhibit 4.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33500) for the period ended June 30, 2007, as filed with the Commission on August 10, 2007, and incorporated by reference herein.

<sup>(5)</sup> Previously filed as Exhibit 4.3B to the Registrant's Annual Report on Form 10-K (File No. 001-33500) for the period ended December 31, 2007, as filed with the Commission on March 31, 2008, and incorporated by reference herein.

<sup>(6)</sup> Previously filed as Exhibit 10.23 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

<sup>(7)</sup> Previously filed as Exhibit 10.27 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

<sup>(8)</sup> Previously filed as Exhibit 10.25 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-141164), as filed with the Commission on May 17, 2007, and incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on March 28, 2008.

**JAZZ PHARMACEUTICALS, INC.**

By: /s/ Samuel R. Saks, M.D.

Samuel R. Saks, M.D.

*Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints **BRUCE C. COZADD, SAMUEL R. SAKS, M.D., MATTHEW K. FUST** and **CAROL A. GAMBLE**, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Samuel R. Saks, M.D.</u> Samuel R. Saks, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 28, 2008
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Executive Vice President and Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	March 28, 2008
<u>/s/ Samuel D. Colella</u> Samuel D. Colella	Director	March 28, 2008
<u>/s/ Bruce C. Cozadd</u> Bruce C. Cozadd	Director	March 28, 2008
<u>/s/ Bryan C. Cressey</u> Bryan C. Cressey	Director	March 28, 2008
<u>/s/ Michael W. Michelson</u> Michael W. Michelson	Director	March 28, 2008
<u>/s/ James C. Momtazee</u> James C. Momtazee	Director	March 28, 2008
<u>/s/ Kenneth W. O'Keefe</u> Kenneth W. O'Keefe	Director	March 28, 2008
<u>/s/ Jaimin R. Patel</u> Jaimin R. Patel	Director	March 28, 2008
<u>/s/ Alan M. Sebulsky</u> Alan M. Sebulsky	Director	March 28, 2008
<u>/s/ James B. Tananbaum, M.D.</u> James B. Tananbaum, M.D.	Director	March 28, 2008
<u>/s/ Nathaniel M. Zilkha</u> Nathaniel M. Zilkha	Director	March 28, 2008

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March 28, 2008

Jazz Pharmaceuticals, Inc.  
3180 Porter Drive  
Palo Alto, CA 94304

Ladies and Gentlemen:

You have requested my opinion with respect to certain matters in connection with the filing by Jazz Pharmaceuticals, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to (i) 1,107,937 shares of the Company's Common Stock, par value \$0.0001 per share ("Common Stock"), pursuant to the Company's 2007 Equity Incentive Plan (the "Incentive Plan Shares"); (ii) 350,000 shares of Common Stock pursuant to the Company's 2007 Employee Stock Purchase Plan (the "ESPP Shares"); and (iii) 66,583 shares of Common Stock pursuant to the Company's 2007 Non-Employee Directors Stock Option Plan (the "Directors Plan Shares").

In connection with this opinion, I have examined (a) the Registration Statement and related Prospectuses, (b) the Company's 2007 Equity Incentive Plan (the "Incentive Plan"), (c) the Company's 2007 Employee Stock Purchase Plan (the "ESPP"), (d) the Company's 2007 Non-Employee Directors Stock Option Plan (the "Directors Plan"), (e) the Company's Fourth Amended and Restated Certificate of Incorporation, (f) the Company's Amended and Restated Bylaws, as currently in effect, and (g) such other documents, records, certificates, memoranda and other instruments as I deem necessary as a basis for this opinion. I have assumed the genuineness and authenticity of all documents as originals, the conformity to originals of all documents as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

My opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. I express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Incentive Plan Shares, the ESPP Shares and the Directors Plan Shares, when sold and issued in accordance with the Incentive Plan, the ESPP and the Directors Plan, respectively, and the Registration Statement and related Prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carol A. Gamble

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Carol A. Gamble  
General Counsel

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2007 Equity Incentive Plan, 2007 Employee Stock Purchase Plan and 2007 Non-Employee Directors Stock Option Plan of Jazz Pharmaceuticals Inc. of our report dated March 28, 2008, with respect to the consolidated financial statements and schedule of Jazz Pharmaceuticals Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California  
March 28, 2008