

JAZZ PHARMACEUTICALS INC
Form 8-A12B
May 25, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Jazz Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of incorporation or organization)

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

3180 Porter Drive

Palo Alto, California
(Address of principal executive offices)

94304
(Zip Code)

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

Title of each class to
be so registered
Common Stock, \$0.0001 par value per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following. "

Securities Act registration statement number to which the form relates: 333-141164

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

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the common stock, par value \$0.0001 per share, to be registered hereunder is set forth under the caption "Description of Capital Stock" in the prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, File No. 333-141164 (the Registration Statement), initially filed with the U.S. Securities and Exchange Commission on March 9, 2007, as subsequently amended by any amendments to such Registration Statement and by any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with such Registration Statement. Such Registration Statement, as amended, and any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that includes such description, are hereby incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Jazz Pharmaceuticals, Inc.
(Registrant)

Date: May 25, 2007

By: /s/ Carol A. Gamble
Carol A. Gamble
Senior Vice President, General Counsel

and Corporate Secretary