

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

Filed by a Party other than the Registrant

Check the appropriate box:

- 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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**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?**

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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](mailto: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).

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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 in 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](http://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](mailto: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](http://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

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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 K