

Gentium S.p.A.  
Form SC 13D/A  
February 21, 2014

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Gentium S.p.A.**

**(Name of Issuer)**

**Ordinary Shares, no par value per share**

**and**

**American Depositary Shares, each Representing one Ordinary Share**

**(Title of Class of Securities)**

**The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.**

**The CUSIP number for the related American Depositary Shares is 37250B104.**

**(CUSIP Number)**

**Suzanne Sawochka Hooper, Esq.**

**Executive Vice President and General Counsel**

**Jazz Pharmaceuticals Public Limited Company**

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**c/o Jazz Pharmaceuticals, Inc.**

**3180 Porter Drive**

**Palo Alto, California 94304**

**Tel: (650) 496-3777**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**Copies to:**

**Keith A. Flaum, Esq.**

**Jane Ross, Esq.**

**James R. Griffin, Esq.**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood Shores, CA 94065**

**(650) 802-3000**

**January 23, 2014**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 (b) for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting company's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.

The CUSIP number for the related American Depositary Shares is 37250B104.

**1. Name of Reporting Person**

Jazz Pharmaceuticals Public Limited Company

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  (b)

**3. SEC Use Only**

**4. Source of Funds (See Instructions)**

OO (See Item 3)

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or Item 2(e)**

N/A

**6. Citizenship or Place of Organization**

Ireland

**Number of 7. Sole Voting Power**

**Shares**

**Beneficially 0**

**8. Shared Voting Power**

**Owned by**

**Each**

17,427,624

**Reporting 9. Sole Dispositive Power  
Person With**

0

**10. Shared Dispositive Power**

17,427,624

**11. Aggregate Amount Beneficially Owned by Each Reporting Person**

17,427,624

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

**13. Percent of Class Represented by Amount in Row (11)**

98.2%

**14. Type of Reporting Person (See Instructions)**

CO

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The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.

The CUSIP number for the related American Depositary Shares is 37250B104.

**1. Name of Reporting Person**

Jazz Financing I Limited

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  (b)

**3. SEC Use Only**

**4. Source of Funds (See Instructions)**

OO (See Item 3)

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or Item 2(e)**

N/A

**6. Citizenship or Place of Organization**

Ireland

**Number of 7. Sole Voting Power**

**Shares**

**Beneficially 0**

**8. Shared Voting Power**

**Owned by**

**Each**

17,427,624

**Reporting 9. Sole Dispositive Power  
Person With**

0

**10. Shared Dispositive Power**

17,427,624

**11. Aggregate Amount Beneficially Owned by Each Reporting Person**

17,427,624

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

**13. Percent of Class Represented by Amount in Row (11)**

98.2%

**14. Type of Reporting Person (See Instructions)**

CO

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The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.

The CUSIP number for the related American Depositary Shares is 37250B104.

**1. Name of Reporting Person**

Jazz Investments II Limited

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  (b)

**3. SEC Use Only**

**4. Source of Funds (See Instructions)**

OO (See Item 3)

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or Item 2(e)**

N/A

**6. Citizenship or Place of Organization**

Bermuda

**Number of 7. Sole Voting Power**

**Shares**

**Beneficially 0**

**8. Shared Voting Power**

**Owned by**

**Each**

17,427,624

**Reporting 9. Sole Dispositive Power**  
**Person With**

0

**10. Shared Dispositive Power**



17,427,624

**11. Aggregate Amount Beneficially Owned by Each Reporting Person**

17,427,624

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

**13. Percent of Class Represented by Amount in Row (11)**

98.2%

**14. Type of Reporting Person (See Instructions)**

CO

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The CUSIP number for the Ordinary Shares, which are not traded on U.S. markets, is 37250B922.

The CUSIP number for the related American Depositary Shares is 37250B104.

**1. Name of Reporting Person**

Jazz Pharmaceuticals Italy S.p.A.

**2. Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  (b)

**3. SEC Use Only**

**4. Source of Funds (See Instructions)**

OO (See Item 3)

**5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or Item 2(e)**

N/A

**6. Citizenship or Place of Organization**

Italy

**Number of 7. Sole Voting Power**

**Shares**

**Beneficially 0**

**8. Shared Voting Power**

**Owned by**

**Each**

17,427,624

**Reporting 9. Sole Dispositive Power**  
**Person With**

0

**10. Shared Dispositive Power**

17,427,624

**11. Aggregate Amount Beneficially Owned by Each Reporting Person**

17,427,624

**12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

**13. Percent of Class Represented by Amount in Row (11)**

98.2%

**14. Type of Reporting Person (See Instructions)**

CO

#### **Item 4. Purpose of the Transaction**

The Schedule 13D is hereby amended and supplemented by adding the following paragraph under Item 4(a):

During the time period beginning at 5:01 p.m. New York City time on February 12, 2014 and ending at 12:00 midnight, New York City time, on the evening of February 20, 2014, Purchaser purchased 104,800 additional Ordinary Shares and 933,172 additional ADSs (without duplication for Ordinary Shares underlying ADSs) pursuant to the Offer.

#### **Item 5. Interest in Securities of the Issuer**

The Schedule 13D is hereby amended and supplemented by restating Items 5(a), (b), and (d) as follows:

(a), (b), (d) As described in Items 4(a) and (b), of this Schedule 13D, as of 5:00 p.m. New York City time, on February 21, 2014, the Reporting Persons beneficially owned 17,427,624 Ordinary Shares (assuming for these purposes that all ADSs purchased by Purchaser in the Offer prior to such time have been exchanged for the underlying Ordinary Shares as of such time), or, based upon the number of outstanding Ordinary Shares and ADSs as of such time, approximately 98.2% of the outstanding Ordinary Shares and ADSs (without duplication for Ordinary Shares underlying ADSs), and the Reporting Persons have the shared power to vote, or direct the vote, and the shared power to dispose, or direct the disposal of, all such Ordinary Shares. Except as set forth in this Schedule 13D, as of 5:00 p.m. New York City time on February 21, 2014, no other Ordinary Shares or ADSs are beneficially owned by the Reporting Persons or, to the knowledge of the Reporting Persons, any person listed on Schedule A to this Schedule 13D. To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 17,427,624 Ordinary Shares beneficially owned by the Reporting Persons (assuming for these purposes that all ADSs purchased by Purchaser in the Offer prior to such time have been exchanged for the underlying Ordinary Shares as of such time).

**Signatures**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 21, 2014

JAZZ PHARMACEUTICALS PUBLIC LIMITED  
COMPANY

/s/ Suzanne Sawochka Hooper  
Name: Suzanne Sawochka Hooper  
Title: Executive Vice President and General Counsel

Date: February 21, 2014

JAZZ FINANCING I LIMITED

/s/ Shawn Mindus  
Name: Shawn Mindus  
Title: Director

Date: February 21, 2014

JAZZ INVESTMENTS II LIMITED

/s/ Hugh Kiely  
Name: Hugh Kiely  
Title: Director

Date: February 21, 2014

JAZZ PHARMACEUTICALS ITALY S.p.A.

/s/ Patricia Carr  
Name: Patricia Carr  
Title: Director