

---

---

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

---

**FORM 8-K**

---

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

**Date of Report (Date of earliest event reported): April 23, 2021**

---

**GW PHARMACEUTICALS PLC**

(Exact name of registrant as specified in its charter)

---

**England and Wales**  
(State or other jurisdiction  
of incorporation)

**001-35892**  
(Commission  
File Number)

**Not Applicable**  
(IRS Employer  
Identification No.)

**Sovereign House, Vision Park Chivers Way, Histon Cambridge, CB24 9BZ United Kingdom**  
(Address of principal executive offices, including zip code)

**+44 1223 266 800**  
(Registrant's telephone number, including area code)

---

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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>American Depositary Shares, each representing 12 Ordinary Shares, par value £0.001 per share</b>	<b>GWPH</b>	<b>The Nasdaq Global Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

## Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 23, 2021, GW Pharmaceuticals plc (the “Company”) held a meeting of shareholders convened with the permission of the High Court of Justice of England and Wales (the “Court” and, such meeting, the “Court Meeting”) and a general meeting of shareholders (the “General Meeting” and, together with the Court Meeting, the “Shareholder Meetings”), in each case in connection with the previously announced transaction whereby Jazz Pharmaceuticals UK Holdings Limited, a private limited company incorporated in England and Wales and an indirect wholly owned subsidiary of Jazz Pharmaceuticals Public Limited Company, a public limited company incorporated in the Republic of Ireland, will acquire the entire issued and to be issued share capital of the Company (the “Transaction”) pursuant to a scheme of arrangement under Part 26 of the United Kingdom Companies Act 2006 (the “Scheme of Arrangement”). The Company filed its Definitive Proxy Statement for the proposals voted on at the Shareholder Meetings with the Securities and Exchange Commission on March 15, 2021, as supplemented on April 14, 2021 (the “Proxy Statement”).

As of 6:00 p.m. (London time) on April 21, 2021, the voting record time for the Shareholder Meetings, the Company’s issued share capital consisted of 378,535,952 ordinary shares carrying one vote each. 239,078,361 ordinary shares of the Company were voted by shareholders present in person (including remotely via virtual meeting platform) or by proxy at the Court Meeting. 238,920,196 ordinary shares of the Company were voted by shareholders present in person (including remotely via virtual meeting platform) or by proxy on the special resolution at the General Meeting, and 238,350,664 ordinary shares of the Company were voted by shareholders present in person (including remotely via virtual meeting platform) or by proxy on the ordinary resolution at the General Meeting. All votes at both the Court Meeting and the General Meeting were conducted on a poll.

The final results of voting on each of the items submitted to a vote of the Company’s shareholders at the Court Meeting and the General Meeting are set forth below.

The consummation of the Transaction remains subject to closing conditions, including the sanction of the Scheme of Arrangement by the Court.

### **Court Meeting**

***Proposal 1: To approve (with or without modification) the Scheme of Arrangement between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement).***

The Company’s shareholders approved the proposal with the following results:

FOR	% OF SCHEME SHARES FOR	AGAINST	% OF SCHEME SHARES AGAINST
<b>238,677,167</b>	<b>99.83</b>	<b>401,194</b>	<b>0.17</b>

Of the 251 record shareholders voting on the proposal, 243 record shareholders or 96.81% of those voting voted in favor of the proposal and 8 record shareholders or 3.19% of those voting voted against the proposal.

### **General Meeting**

***Special Resolution: To authorize (i) the Board of Directors of the Company to take all action necessary or appropriate for carrying the Scheme of Arrangement into effect and (ii) making certain amendments to the articles of association of the Company in order to facilitate the Transaction.***

The Company’s shareholders approved the special resolution with the following results:

FOR	% FOR	AGAINST	% AGAINST	WITHHELD
<b>238,570,587</b>	<b>99.85</b>	<b>349,609</b>	<b>0.15</b>	<b>250,353</b>

***Ordinary Resolution: To approve, on an advisory, non-binding basis, the compensation that may be paid or become payable to the Company’s named executive officers in connection with the Transaction and the agreements or understandings pursuant to which such compensation may be paid or become payable.***

The Company's shareholders approved the ordinary resolution (on a non-binding, advisory basis) with the following results:

FOR	% FOR	AGAINST	% AGAINST	WITHHELD
141,863,550	59.52	96,487,114	40.48	819,885

Further information regarding each of the foregoing proposals is set forth in the Proxy Statement.

#### **Item 8.01 Other Events.**

##### *Results Announcement Press Release*

On April 23, 2021 the Company issued a press release announcing the results of the Shareholder Meetings. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

##### *Scheme Court Hearing Timing and Attendance*

The Court has listed the hearing of the Company's application to sanction the Scheme of Arrangement for May 5, 2021 (the "Scheme Court Hearing"). Details of the Scheme Court Hearing (including the time and name of the Judge) will be available on the Business and Property Courts Rolls Building Cause List (under the heading "Insolvency & Companies Court List (Chancery Division)") at <https://www.gov.uk/government/publications/business-and-property-courts-rolls-building-cause-list> on the day before the Scheme Court Hearing. This timetable assumes that the Scheme Court Hearing will conclude within a single day and the court order sanctioning the Scheme of Arrangement will be issued on the same day. The dates and times are indicative only and are subject to change. Any shareholder of the Company or other interested party is entitled to attend the Scheme Court Hearing virtually via video conference. Any interested party wishing to receive a link to attend the virtual Scheme Court Hearing and/or to obtain further details in relation to the conduct of the hearing should write to the Chancery Division Listings Office at: [chanceryjudgeslisting@justice.gov.uk](mailto:chanceryjudgeslisting@justice.gov.uk) who will put them in touch with the relevant person. Any Scheme Shareholder (as defined in the Scheme of Arrangement) wishing to make submissions at the Scheme Court Hearing should also write to the Company's solicitors, Slaughter and May, by 12:00 p.m. (London time) on April 29, 2021, at: [GWSanctionHearing@slaughterandmay.com](mailto:GWSanctionHearing@slaughterandmay.com).

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press Release, dated April 23, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

GW PHARMACEUTICALS PLC

By: /s/ Douglas B. Snyder

Name: Douglas B. Snyder

Title: Chief Legal Officer

Date: April 23, 2021

## **GW Pharmaceuticals Shareholders Approve Acquisition by Jazz Pharmaceuticals**

**LONDON and DUBLIN, April 23, 2021** – GW Pharmaceuticals plc (Nasdaq: GWPH) (GW) and Jazz Pharmaceuticals plc (Nasdaq: JAZZ) (Jazz) today announced that GW's shareholders voted to approve the acquisition of GW by a subsidiary of Jazz (or its nominee(s)) at the GW shareholder meetings held today. The proposals required to be approved by GW's shareholders in order to complete the acquisition were each approved. In addition, the non-binding, advisory proposal to approve certain compensation arrangements for GW's named executive officers was approved. Detailed information regarding the results will be made available by GW in a filing with the U.S. Securities and Exchange Commission (SEC).

All shareholder and regulatory approvals required for the acquisition have now been obtained. Completion of the acquisition remains subject to the sanction by the High Court of Justice of England and Wales (Court) and other customary closing conditions. The Court hearing to sanction the acquisition is currently scheduled for May 5, 2021, and the completion of the acquisition is expected to occur shortly thereafter.

### **About GW Pharmaceuticals plc**

Founded in 1998, GW is a biopharmaceutical company focused on discovering, developing and commercializing novel therapeutics from its proprietary cannabinoid product platform in a broad range of disease areas. The Company's lead product, EPIDIOLEX® (cannabidiol) oral solution, is commercialized in the U.S. by its U.S. subsidiary Greenwich Biosciences for the treatment of seizures associated with Lennox Gastaut syndrome (LGS), Dravet syndrome, or tuberous sclerosis complex (TSC) in patients one year of age and older. This product has received approval in the European Union under the tradename EPIDYOLEX® for the adjunctive treatment of seizures associated with LGS or Dravet syndrome in conjunction with clobazam in patients two years and older and for adjunctive use to treat seizures associated with TSC, in patients two years of age and older. The Company has a deep pipeline of additional cannabinoid product candidates, in particular nabiximols, for which the Company is advancing multiple late-stage clinical programs in order to seek FDA approval in the treatment of spasticity associated with multiple sclerosis and spinal cord injury. The Company has additional cannabinoid product candidates in clinical trials for autism and schizophrenia.

### **About Jazz Pharmaceuticals plc**

Jazz Pharmaceuticals plc (Nasdaq: JAZZ) is a global biopharmaceutical company dedicated to developing and commercializing life-changing medicines that transform the lives of patients with serious diseases — often with limited or no options. We have a diverse portfolio of marketed medicines and novel product candidates, from early- to late-stage development, in key therapeutic areas. Our focus is in neuroscience, including sleep and movement disorders, and in oncology, including hematologic malignancies and solid tumors. We actively explore new options for patients including

novel compounds, small molecule advancements, biologics and innovative delivery technologies. Jazz is headquartered in Dublin, Ireland and has employees around the globe, serving patients in more than 90 countries. For more information, please visit [www.jazzpharmaceuticals.com](http://www.jazzpharmaceuticals.com).

**GW Pharmaceuticals Media Contacts:**

US: Kristen Cardillo, Vice President, Corporate Communication  
kcardillo@gwpharm.com +1 760 579 6628

UK: Ben Atwell, FTI Consulting  
London ben.atwell@fticonsulting.com +44 (0)20 3727 1000

**GW Pharmaceuticals Investor Contact:**

Scott Giacobello, Chief Financial Officer  
sgiacobello@gwpharm.com +1 (760) 795 2200

**Jazz Pharmaceuticals Media Contact:**

Jacqueline Kirby, Vice President, Corporate Affairs & Government Relations  
Ireland +353 1 697 2141  
U.S. +1 215 867 4910

**Jazz Pharmaceuticals Investor Contact:**

Andrea N. Flynn, Ph.D., Vice President, Head, Investor Relations  
Ireland +353 1 634 7887  
U.S. +1 650 496 2717

**Forward Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding GW and Jazz including, but not limited to, statements related to the proposed acquisition of GW and the anticipated timing for the completion thereof; statements regarding the expectations and beliefs of the board of directors of GW, GW management, the board of directors of Jazz or Jazz management and other statements that are not historical facts. You can generally identify forward-looking statements by the use of forward-looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “explore,” “evaluate,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” or “will,” or the negative thereof or other variations thereon or comparable terminology. These forward-looking statements are based on each of the companies’ current plans, objectives, estimates, expectations and intentions and inherently involve significant risks and uncertainties, many of which are beyond GW’s or Jazz’s control. 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 GW's and Jazz's ability to complete the acquisition on the proposed terms or on the anticipated timeline, or at all, including: risks and uncertainties related to the sanction of the Court and satisfaction of other closing conditions to consummate the acquisition; the occurrence of any event, change or other circumstance that could give rise to the termination of the definitive transaction agreement relating to the acquisition; risks related to diverting the attention of GW and Jazz management from ongoing business operations; failure to realize the expected benefits of the acquisition; significant transaction costs and/or unknown or inestimable liabilities; the risk of shareholder litigation in connection with the acquisition, including resulting expense or delay; the risk that GW's business will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; Jazz's ability to obtain the expected financing to consummate the acquisition; risks related to future opportunities and plans for the combined company, including the uncertainty of expected future regulatory filings, financial performance and results of the combined company following completion of the acquisition; GW's or the combined company's dependence on the successful commercialization of Epidiolex or Epidyolex (the trade name for Epidiolex in Europe) and the uncertain market potential of Epidiolex/Epidyolex; pharmaceutical product development and the uncertainty of clinical success; the regulatory approval process, including the risks that GW or Jazz may be unable to submit anticipated regulatory filings on the timeframe anticipated, or at all, or that GW or the combined company may be unable to obtain regulatory approvals of any product candidates, including nabiximols and Epidiolex/Epidyolex for additional indications, in a timely manner or at all; disruption from the acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees, distributors, suppliers or other third parties; effects relating to the announcement of the acquisition or any further announcements or the consummation of the acquisition on the market price of Jazz ordinary shares, GW American depositary shares or GW ordinary shares; the possibility that, if Jazz does not achieve the perceived benefits of the acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of Jazz ordinary shares could decline; regulatory initiatives and changes in tax laws; market volatility; and other risks and uncertainties affecting GW and Jazz, including those described from time to time under the caption "Risk Factors" and elsewhere in GW's and Jazz's SEC filings and reports, including GW's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, Jazz's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, GW's definitive proxy statement filed with the SEC on March 15, 2021 and future filings and reports by either company. In addition, while GW and Jazz expect the COVID-19 pandemic to continue to adversely affect their respective business operations and financial results, the extent of the impact on the combined company's ability to generate sales of and revenues from its approved products, execute on new product launches, its clinical development and regulatory efforts, its corporate development objectives and the value of and market for its ordinary shares, will depend on future developments that are highly uncertain and cannot be predicted with confidence at this time. Moreover,

---

other risks and uncertainties of which GW or Jazz are not currently aware may also affect each of the companies' forward-looking statements and may cause actual results and the timing of events to differ materially from those anticipated. Readers of this announcement are cautioned that forward-looking statements are not guarantees of future performance. The forward-looking statements made in this announcement are made only as of the date hereof or as of the dates indicated in the forward-looking statements and reflect the views stated therein with respect to future events as at such dates, even if they are subsequently made available by GW or Jazz on their respective websites or otherwise. Except as otherwise required by law, neither GW nor Jazz undertakes any obligation, and each expressly disclaims any obligation, to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.