

EAGLE PHARMACEUTICALS, INC.

Form 3

February 11, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Tarriff Scott  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 02/11/2014

3. Issuer Name and Ticker or Trading Symbol  
 EAGLE PHARMACEUTICALS, INC. [EGRX]

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O EAGLE  
 PHARMACEUTICALS,  
 INC., 50 TICE BLVD., SUITE  
 315  
 (Street)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 President and CEO

WOODCLIFF  
 LAKE, NJ 07677  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,472,374	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	171,109 (3)	\$ 0	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	25,376 (3)	\$ 0	D	Â
Series C Warrant	Â (4)	Â (4)	Common Stock	3,438 (4)	\$ 11.67	D	Â
Stock Option (right to buy)	Â (5)	10/02/2018	Common Stock	113,104	\$ 4.04	D	Â
Stock Option (right to buy)	Â (6)	04/02/2019	Common Stock	124,804	\$ 4.04	D	Â
Stock Option (right to buy)	Â (7)	05/02/2021	Common Stock	31,201	\$ 8.78	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarriff Scott C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677	Â X	Â	Â President and CEO	Â

## Signatures

/s/ Scott Tarriff                      02/11/2014  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Immediately convertible. The Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series C Convertible Preferred stock automatically convert into shares of Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
- (1) Preferred Stock and Series C Convertible Preferred stock automatically convert into shares of Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
  - (2) The expiration date is not relevant to the conversion of these securities.
  - (3) Reflects a 1-for-6.41 reverse stock split, pursuant to which each share of preferred stock became convertible into 1/6.41 of a share of common stock.
  - (4) In accordance with their terms, the Series C Warrants (the "Warrants") will be net exercised immediately prior to closing of the Issuer's initial public offering into shares of common stock.
  - (5) 25% of the shares subject to the option vest on October 2, 2009 and the remainder shall in equal monthly installments over a period of three years.

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- (6) 25% of the shares subject to the option vest on April 2, 2010 and the remainder shall in equal monthly installments over a period of three years.
- (7) 25% of the shares subject to the option vest on May 2, 2012 and the remainder shall vest in equal monthly installments over a period of three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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