

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 \*  
 Â Moorin Jay  
 (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

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

C/O PROQUEST INVESTMENTS, L.P.,Â 2430 VANDERBILT BEACH ROAD, 108-190  
 (Street)

(Check all applicable)

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

NAPLES,Â FLÂ 34109

(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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common stock, \$0.001 par value    | 39,001   | I   | By ProQuest Investments IV, L.P.<br><u>(1)</u>           |
| Common Stock, \$0.001 par value    | 9,360  | I   | By ProQuest Management LLC<br><u>(2)</u>                 |

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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Series A Convertible Preferred Stock          | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 1,927,986 <u>(5)</u>             | \$ 0   | I  | By ProQuest Investments IV, L.P. <u>(1)</u>                 |
| Series B Convertible Preferred Stock          | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 1,028,613 <u>(5)</u>             | \$ 0   | I  | By ProQuest Investments IV, L.P. <u>(1)</u>                 |
| Series B-1 Convertible Preferred Stock        | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 850,520 <u>(5)</u>               | \$ 0   | I  | By ProQuest Investments IV, L.P. <u>(1)</u>                 |
| Series C Convertible Preferred Stock          | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 569,538 <u>(5)</u>               | \$ 0   | I  | By ProQuest Investments IV, L.P. <u>(1)</u>                 |
| Series C Warrants                             | Â <u>(6)</u>   | Â <u>(6)</u>       | Common Stock   | 98,368 <u>(5)</u>                | \$ 11.67   | I  | By ProQuest Investments IV, L.P. <u>(1)</u>                 |
| Series B-1 Convertible Preferred Stock        | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 62,575 <u>(5)</u>                | \$ 0   | I  | By ProQuest Management LLC Plans <u>(7)</u>                 |
| Series C Convertible Preferred Stock          | Â <u>(3)</u>   | Â <u>(4)</u>       | Common Stock   | 9,359 <u>(5)</u>                 | \$ 0   | I  | By ProQuest Management LLC Plans <u>(7)</u>                 |
| Series C Warrants                             | Â <u>(6)</u>   | Â <u>(6)</u>       | Common Stock   | 1,614 <u>(5)</u>                 | \$ 11.67   | I  | By ProQuest Management LLC Plans <u>(7)</u>                 |
| Stock Option (right to buy)                   | Â <u>(8)</u>   | 03/06/2018         | Common Stock   | 2,340                            | \$ 0.14  | I  | By ProQuest Management LLC <u>(2)</u>                       |
| Stock Option (right to buy)                   | Â <u>(9)</u>   | 06/09/2019         | Common Stock   | 2,340                            | \$ 0.63  | I  | By ProQuest Management LLC <u>(2)</u>                       |
| Stock Option (right to buy)                   | Â <u>(10)</u>  | 03/06/2020         | Common Stock   | 2,340                            | \$ 1.37  | I  | By ProQuest Management LLC <u>(2)</u>                       |
| Stock Option (right to buy)                   | Â <u>(11)</u>  | 07/12/2021         | Common Stock   | 2,340                            | \$ 1.37  | I  | By ProQuest Management LLC <u>(2)</u>                       |
|   | Â <u>(12)</u>  | 07/12/2022         |  | 2,340                            | \$ 1.37  | I  |   |

|                             |        |            |              |       |         |   |                                   |
|-----------------------------|--------|------------|--------------|-------|---------|---|-----------------------------------|
| Stock Option (right to buy) |        |            | Common Stock |       |         |   | By ProQuest Management LLC<br>(2) |
| Stock Option (right to buy) | Â (13) | 04/29/2023 | Common Stock | 2,340 | \$ 0.69 | D | Â                                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Moorin Jay<br>C/O PROQUEST INVESTMENTS, L.P..<br>2430 VANDERBILT BEACH ROAD, 108-190<br>NAPLES, FL 34109 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/Scott Tarriff,  
Attorney-in-Fact

02/11/2014

\_\_Signature of Reporting Person

Date

## 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).
- (1) The shares are owned by ProQuest Investments IV, L.P. ("Investments IV"), of which ProQuest Associates IV LLC ("Associates IV") is the general partner. The Reporting Person is a managing members of Associates IV. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
  - (2) The shares are owned by ProQuest Management LLC ("ProQuest Management"). The Reporting Person is a managing member of ProQuest Management. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
  - (3) 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.
  - (4) The expiration date is not relevant to the conversion of these securities.
  - (5) 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.
  - (6) 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.
  - (7) The shares held in a ProQuest Management LLC Defined Benefit Pension Plan ("DBPP") FBO Jay Moorin and a ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and for the benefit of certain other individuals. The Reporting Person is a trustee of ProQuest Management LLC DBPP FBO Jay Moorin and the ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and for the benefit of certain other individuals. The Reporting Person disclaims beneficial ownership of such shares except for the shares held by ProQuest Management LLC DBPP FBO Jay Moorin and ProQuest Management LLC Salary Savings Plan FBO and otherwise except to the extent of his pecuniary interest therein.
  - (8) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2009.
  - (9) 25% of the shares subject to the option vest in equal annual installments commencing on June 9, 2010.
  - (10) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2011.
  - (11) 25% of the shares subject to the option vest in equal annual installments commencing on July 12, 2012.

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(12) 25% of the shares subject to the option vest in equal annual installments commencing on June 12, 2013.

(13) 25% of the shares subject to the option vest in equal annual installments commencing on April 19, 2014.

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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