

EAGLE PHARMACEUTICALS, INC.
 Form 3
 February 11, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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.,Â 50 TICE BLVD., SUITE
 315
 (Street)

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

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

WOODCLIFF
 LAKE,Â NJÂ 07677
 (City) (State) (Zip)

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 | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: EAGLE PHARMACEUTICALS, INC. - Form 3

| | 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.

Edgar Filing: EAGLE PHARMACEUTICALS, INC. - Form 3

- (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.