

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 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 Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ 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

C/O EAGLE

PHARMACEUTICALS,

INC.,Â 50 TICE BLVD., SUITE

315

(Street)

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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. 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  
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).
- 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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