

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 *
 R A T O F F S T E V E N B
 (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 EAGLE
 PHARMACEUTICALS,
 INC., 50 TICE BLVD., SUITE
 315
 (Street)

(Check all applicable)

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

W O O D C L I F F
 L A K E, N J 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 | 9,360 | 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 B-1 Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 8,571 (3) | \$ 0 | D | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 1,443 (3) | \$ 0 | D | Â |
| Stock Option (right to buy) | Â (4) | 03/06/2018 | Common Stock | 2,340 | \$ 0.9 | D | Â |
| Stock Option (right to buy) | Â (4) | 03/06/2019 | Common Stock | 2,340 | \$ 4.04 | D | Â |
| Stock Option (right to buy) | Â (5) | 03/06/2020 | Common Stock | 2,340 | \$ 8.78 | D | Â |
| Stock Option (right to buy) | Â (6) | 07/12/2021 | Common Stock | 2,340 | \$ 8.78 | D | Â |
| Stock Option (right to buy) | Â (7) | 07/21/2022 | Common Stock | 2,340 | \$ 8.78 | D | Â |
| Stock Option (right to buy) | Â (8) | 04/19/2023 | Common Stock | 2,340 | \$ 4.42 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RATOFF STEVEN B C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677 | Â X | Â | 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).

Immediately convertible. The Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible

(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)

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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) These shares are fully vested and immediately exercisable.
- (5) 25% of the shares subject to the option vest on March 6, 2011 and the remainder shall vest in equal annual installments over a period of three years.
- (6) 25% of the shares subject to the option vest on July 12, 2012 and the remainder shall vest in equal annual installments over a period of three years.
- (7) 25% of the shares subject to the option vest on July 12, 2013 and the remainder shall vest in equal annual installments over a period of three years.
- (8) 25% of the shares subject to the option vest on April 19, 2014 and the remainder shall vest in equal annual 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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