

EAGLE PHARMACEUTICALS, INC.

Form SC 13G/A

November 07, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Eagle Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

269796108
(CUSIP Number)

October 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the
appropriate box to
designate the rule
pursuant to which
this Schedule is
filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of
this cover page
shall be filled out
for a reporting
person's initial
filing on this form
with respect to the
subject class of
securities, and for
any subsequent
amendment
containing
information which
would alter the
disclosures
provided in a prior

cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 269796108

Names of Reporting
Persons.

1. Iridian Asset Management
LLC
I.R.S. Identification Nos. of
above persons (entities
only).

2. Check the Appropriate Box
if a Member of a Group
(See Instructions)
(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of
Organization
Delaware

Number of
Sole Voting Power
N/A

Shares
Beneficially
Owned
Shared Voting Power
N/A

by
Each Reporting
Person
Sole Dispositive Power
N/A

With
Shared Dispositive Power
N/A

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
N/A

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11. Percent of Class
Represented by Amount in
Row (9)
N/A

12. Type of Reporting Person
IA

SCHEDULE 13G

CUSIP No. 269796108

Names of Reporting
Persons.

1. David L. Cohen
I.R.S. Identification Nos. of
above persons (entities
only).

Check the Appropriate Box
if a Member of a Group

2. (See Instructions)
(a) ☒ (b) ☐

3. SEC USE ONLY

Citizenship or Place of

4. Organization
United States

Number of
Sole Voting Power
N/A

Shares
Beneficially
Owned
Shared Voting Power
N/A

by
Each Reporting
Sole Dispositive Power
N/A

Person
With: Shared Dispositive Power
N/A

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
N/A

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11. Percent of Class
Represented by Amount in
Row (9)
N/A

12. Type of Reporting Person

IN

3

SCHEDULE 13G

CUSIP No. 269796108

Names of Reporting
Persons.

1. Harold J. Levy
I.R.S. Identification Nos. of
above persons (entities
only).

Check the Appropriate Box
if a Member of a Group

2. (See Instructions)
(a) ☒ (b) ☐

3. SEC USE ONLY

Citizenship or Place of

4. Organization
United States

Number of
Sole Voting Power
5. N/A

Shares
Beneficially
Owned
6. Shared Voting Power
N/A

by
Each Reporting
Person
7. Sole Dispositive Power
N/A

With: 8. Shared Dispositive Power
N/A

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
N/A

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11. Percent of Class
Represented by Amount in
Row (9)

N/A

Type of Reporting Person

12.IN

This Amendment amends in its entirety the Schedule 13G filed for the month ended December 31, 2017.

Item 1.

Name of Issuer

(a) Eagle Pharmaceuticals, Inc.

Address of Issuer's Principal Executive Offices

(b) 50 Tice Blvd., Suite 315,
Woodcliff Lake, NJ 07677

Item 2.

Name of Person Filing

This Statement is being filed by and on behalf of Iridian Asset Management LLC ("Iridian"), David L. Cohen ("Cohen") and Harold J. Levy ("Levy") (collectively, the "Reporting Persons").

Iridian is majority owned by Arovid Associates LLC, a Delaware limited liability company owned and controlled by the following: 12.5% by

(a) Cohen, 12.5% by Levy, 37.5% by LLMD LLC, a Delaware limited liability company, and 37.5% by ALHERO LLC, a Delaware limited liability company. LLMD LLC is owned 1% by Cohen, and 99% by a family trust controlled by Cohen. ALHERO LLC is owned 1% by Levy and 99% by a family trust controlled by Levy.

(b) Address of Principal Business Office or, if none, Residence

The principal business address
of the Reporting Persons is 276
Post Road West, Westport, CT
06880-4704.

Citizenship or Place of
Organization

- (c) Iridian is a Delaware limited
liability company. Cohen and
Levy are US citizens.

Title of Class of Securities

- (d) Common Stock

CUSIP Number

- (e) 269796108
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.
Amount beneficially owned and (a) and (b) Percent of Class:
Not applicable.

(c) Power to vote or dispose.
Not applicable.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [XX].

Item 6. Ownership of More than Five
 Percent on Behalf of Another
 Person

Not Applicable

Item 7. Identification and Classification of
 the Subsidiary Which Acquired the
 Security Being Reported on By the
 Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of
 Members of the Group

Iridian is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and its principal business is managing a number of accounts containing securities over which Iridian has voting and dispositive power.

Each of Messrs. Cohen and Levy has a controlling interest in Iridian, and serves as Co-Chief Executive Officer and Co-Chief Investment Officer of Iridian.

Item 9. Notice of Dissolution of Group
Not Applicable

Item 10. Certification

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its or his knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: November 7, 2018

IRIDIAN ASSET

MANAGEMENT LLC

By: /s/ Jeffrey M. Elliott

Title: Executive Vice President

David L. Cohen

By: /s/ Jeffrey M. Elliott

Title: Agent

Harold J. Levy

By: /s/ Jeffrey M. Elliott

Title: Agent