

EAGLE PHARMACEUTICALS, INC.

Form 4

February 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Moorin Jay

2. Issuer Name and Ticker or Trading Symbol
EAGLE PHARMACEUTICALS, INC. [EGRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NAPLES, FL 34109

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$0.001 par value | 02/18/2014 | | C | | 1,927,986 | A | Ⓛ 1,966,987 | I | By ProQuest Investments IV, L.P. (2) |
| Common Stock, \$0.001 par value | 02/18/2014 | | C | | 1,028,613 | A | Ⓛ 2,995,600 | I | By ProQuest Investments IV, L.P. (2) |
| Common Stock, | 02/18/2014 | | C | | 850,520 | A | Ⓛ 3,846,120 | I | By ProQuest Investments |

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| | | | | | | | | |
|--|------------|---|---------|---|------------|-----------|---|---|
| \$0.001 par value | | | | | | | | IV, L.P. <u>(2)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | C | 569,538 | A | <u>(1)</u> | 4,415,658 | I | By ProQuest Investments IV, L.P. <u>(2)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | X | 21,837 | A | <u>(3)</u> | 4,437,495 | I | By ProQuest Investments IV, L.P. <u>(2)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | P | 333,333 | A | \$ 15 | 4,770,828 | I | By ProQuest Investments IV, L.P. <u>(2)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | C | 62,575 | A | <u>(1)</u> | 62,575 | I | By ProQuest Management LLC Plans <u>(4)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | C | 9,359 | A | <u>(1)</u> | 71,934 | I | By ProQuest Management LLC Plans <u>(4)</u> |
| Common Stock, \$0.001 par value | 02/18/2014 | X | 357 | A | <u>(3)</u> | 72,291 | I | By ProQuest Management LLC Plans <u>(4)</u> |
| Common Stock, \$0.001 par value | | | | | | 9,360 | I | By ProQuest Management LLC <u>(5)</u> |

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

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code V | (A) (D) | | Title |

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| | | | | | Date Exercisable | Expiration Date | | Amount Number Shares |
|---|-----|------------|---|------------------|---------------------|--------------------|-----------------|----------------------------|
| Series A Convertible Preferred Stock | (1) | 02/18/2014 | C | 1,927,986 (6) | (1) | (7) | Common Stock | 1,927, (6) |
| Series B Convertible Preferred Stock | (1) | 02/18/2014 | C | 1,028,613 (6) | (1) | (7) | Common Stock | 1,028, (6) |
| Series B-1 Convertible Preferred Stock | (1) | 02/18/2014 | C | 850,520 (6) | (1) | (7) | Common Stock | 850,5 (6) |
| Series C Convertible Preferred Stock | (1) | 02/18/2014 | C | 569,538 (6) | (1) | (7) | Common Stock | 569,5 (6) |
| Series C Warrants | (3) | 02/18/2014 | X | 98,368 (8) | (3) | (3) | Common Stock | 98,368 |
| Series B-1 Convertible Preferred Stock | (1) | 02/18/2014 | C | 62,575 (6) | (1) | (7) | Common Stock | 62,575 |
| Series C Convertible Preferred Stock | (1) | 02/18/2014 | C | 9,359 (6) | (1) | (7) | Common Stock | 9,359 |
| Series C Warrants | (3) | 02/18/2014 | X | 1,614 (3) | (3) | (3) | Common Stock | 1,614 |

Reporting Owners

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

Signatures

/s/ Scott Tarriff,
Attorney-in-Fact

02/20/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series C Convertible Preferred stock automatically converted into one share of the Issuer's Common Stock on a 6.41-for-1 basis immediately prior to the consummation of the Issuer's initial public offering.

(2) The shares are owned by ProQuest Investments IV, L.P. ("Investments IV"), of which ProQuest Associates IV LLC ("Associates IV") is the general partner. Jay Moorin and Alain Schreiber are 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.

(3) In accordance with their terms, the Series C Warrants (the "Warrants") were net exercised at an exercise price of \$11.67 immediately prior to closing of the Issuer's initial public offering into shares of common stock.

(4) The shares are 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 the 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 securities except for the securities held by ProQuest Management LLC DBPP FBO Jay Moorin and ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and otherwise except to the extent of his pecuniary interest in such securities.

(5) 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.

(6) 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.

(7) The expiration date is not relevant to the conversion of these securities.

(8) In accordance with their terms, the Series C Warrants (the "Warrants") were net exercised immediately prior to consummation of the Issuer's initial public offering into shares of Common Stock on a 6.41-for-1 basis.

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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