

EAGLE PHARMACEUTICALS, INC.

Form 4

June 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
Krill Steven L.

(Last) (First) (Middle)

C/O EAGLE PHARMACEUTICALS, INC., 50 TICE BLVD., SUITE 315

(Street)

WOODCLIFF LAKE, NJ 07677

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	06/16/2015		M		5,850	A	\$ 8.78	5,850	D
Common Stock	06/16/2015		S		5,850	D	\$ 81.6 (1)	0	D
Common Stock	06/16/2015		M		2,730	A	\$ 8.78	2,730	D
Common Stock	06/16/2015		S		2,730	D	\$ 81.6	0	D

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Common Stock	06/16/2015	M	1,400	A	<u>(2)</u> \$ 4.42	1,400	D
Common Stock	06/16/2015	S	1,400	D	<u>(2)</u> \$ 81.60	0	D

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

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(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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.78	06/16/2015		M	5,850	<u>(3)</u> 09/25/2021	Common Stock	5,850
Stock Option (right to buy)	\$ 8.78	06/16/2015		M	2,730	<u>(4)</u> 07/11/2022	Common Stock	2,730
Stock Option (right to buy)	\$ 4.42	06/16/2015		M	1,400	<u>(5)</u> 04/18/2023	Common Stock	1,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Scientific Officer

Krill Steven L.
C/O EAGLE PHARMACEUTICALS, INC.
50 TICE BLVD., SUITE 315
WOODCLIFF LAKE, NJ 07677

Signatures

/s/ Scott Tarriff,
Attorney-in-Fact

06/18/2015

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.73 to \$82.76, inclusive. The reporting person undertakes to provide to Eagle Pharmaceuticals, Inc., any security holder of Eagle Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnotes (1) and (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$80.73 to \$82.76, inclusive.

(3) 25% of the shares subject to the option vested on September 26, 2012 and the remainder shall vest in equal monthly installments over a period of three years.

(4) 25% of the shares subject to the option vested on July 12, 2013 and the remainder shall vest in equal monthly installments over a period of three years.

(5) 25% of the shares subject to the option vested on April 19, 2014 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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