

EAGLE PHARMACEUTICALS, INC.  
 Form 4  
 February 02, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Tarriff Scott

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)  
 02/01/2016

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

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

WOODCLIFF LAKE, NJ 07677  
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 02/01/2016                           |  | S <sup>(1)</sup>               |   | 5,367 D \$ 66.03  | 1,433,484  | D                                 |
|                                 |                                      |  |                                |   | (2)   |  |                                   |
| Common Stock                    | 02/01/2016                           |  | S <sup>(1)</sup>               |   | 3,600 D \$ 67.46  | 1,429,884  | D                                 |
|                                 |                                      |  |                                |   | (3)   |  |                                   |
| Common Stock                    | 02/01/2016                           |  | S <sup>(1)</sup>               |   | 5,260 D \$ 68.52  | 1,424,624  | D                                 |
|                                 |                                      |  |                                |   | (4)   |  |                                   |

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|              |            |                  |       |   |                    |           |   |
|--------------|------------|------------------|-------|---|--------------------|-----------|---|
| Common Stock | 02/01/2016 | S <sup>(1)</sup> | 2,431 | D | \$<br>69.95<br>(5) | 1,422,193 | D |
| Common Stock | 02/01/2016 | S <sup>(1)</sup> | 1,702 | D | \$<br>71.84<br>(6) | 1,420,491 | D |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Tarriff Scott<br>C/O EAGLE PHARMACEUTICALS, INC.<br>50 TICE BLVD., SUITE 315<br>WOODCLIFF LAKE, NJ 07677 | X             |           | President and CEO |       |

## Signatures

/s/ David E. Riggs,  
Attorney-in-Fact  
02/02/2016

\*\*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) These shares were sold pursuant to a Rule 10b5-1 trading plan dated as of June 19, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$65.80 to \$66.48, 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 footnote (2) and in footnotes (3)-(6).

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$67.11 to \$68.04, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.11 to \$69.09, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$69.25 to \$70.16, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$71.67 to \$72.20, inclusive.

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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