

EAGLE PHARMACEUTICALS, INC.
 Form 4
 January 04, 2017

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.

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)
 12/15/2016

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/15/2016 | | M | | 3,730 \$ 4.42 | D | |
| Common Stock | 12/15/2016 | | S | | 3,730 \$ 74.7896 | D | |
| Common Stock | 12/15/2016 | | M | | 6,270 \$ 12.67 | D | |
| Common Stock | 12/15/2016 | | S | | 6,270 \$ 74.7896 | D | |
| | 12/19/2016 | | M | | 2,683 \$ 12.67 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/19/2016 | S | 2,683 | D | \$ 75.6066 | 0 | D |
| Common Stock | 12/19/2016 | M | 7,317 | A | \$ 12.63 | 7,317 | D |
| Common Stock | 12/19/2016 | S | 7,317 | D | \$ 75.6066 | 0 | D |
| Common Stock | 12/20/2016 | M | 10,000 | A | \$ 12.63 | 10,000 | D |
| Common Stock | 12/20/2016 | S | 10,000 | D | \$ 76.6876 | 0 | D |
| Common Stock | 12/21/2016 | M | 2,683 | A | \$ 12.63 | 2,683 | D |
| Common Stock | 12/21/2016 | S | 2,683 | D | \$ 77.1747 | 0 | D |
| Common Stock | 12/21/2016 | M | 7,569 | A | \$ 46.09 | 7,569 | D |
| Common Stock | 12/21/2016 | S | 7,569 | D | \$ 77.1747 | 0 | D |
| Common Stock | 12/22/2016 | M | 5,126 | A | \$ 46.09 | 5,126 | D |
| Common Stock | 12/22/2016 | S | 5,126 | D | \$ 76.7794 | 0 | D |
| Common Stock | 12/23/2016 | M | 5,127 | A | \$ 46.09 | 5,127 | D |
| Common Stock | 12/23/2016 | S | 5,127 | D | \$ 78.6069 | 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|-----------------------------|------|---|----------|------------|------------------|-----------------|-------|----------------------------|--------------|--------|
| Stock Option (right to buy) | | | \$ 4.42 | 12/15/2016 | M | 3,730 | (1) | 04/18/2023 | Common Stock | 3,730 |
| Stock Option (right to buy) | | | \$ 12.67 | 12/15/2016 | M | 6,270 | (2) | 04/07/2024 | Common Stock | 6,270 |
| Stock Option (right to buy) | | | \$ 12.67 | 12/19/2016 | M | 2,683 | (2) | 04/07/2024 | Common Stock | 2,683 |
| Stock Option (right to buy) | | | \$ 12.63 | 12/19/2016 | M | 7,317 | (3) | 08/25/2024 | Common Stock | 7,317 |
| Stock Option (right to buy) | | | \$ 12.63 | 12/20/2016 | M | 10,000 | (3) | 08/25/2024 | Common Stock | 10,000 |
| Stock Option (right to buy) | | | \$ 12.63 | 12/21/2016 | M | 2,683 | (3) | 08/25/2024 | Common Stock | 2,683 |
| Stock Option (right to buy) | | | \$ 46.09 | 12/21/2016 | M | 7,569 | (4) | 03/12/2025 | Common Stock | 7,569 |
| Stock Option (right to buy) | | | \$ 46.09 | 12/22/2016 | M | 5,126 | (4) | 03/12/2025 | Common Stock | 5,126 |
| Stock Option (right to buy) | | | \$ 46.09 | 12/23/2016 | M | 5,127 | (4) | 03/12/2025 | Common Stock | 5,127 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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

EVP & Chief Scientific Officer

Signatures

/s/ Scott Tarriff,
Attorney-in-Fact

01/04/2017

__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) 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.
- (2) 25% of the shares subject to the option vested on April 8, 2015 and the remainder shall vest in equal monthly installments over a period of three years.
- (3) 25% of the shares subject to the option vested on August 26, 2015 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 March 13, 2016 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.