

EAGLE PHARMACEUTICALS, INC.
 Form 3
 February 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â SCHREIBER ALAIN (Last) (First) (Middle) C/O PROQUEST INVESTMENTS, L.P., Â 2430 VANDERBILT BEACH ROAD, 108-190 (Street) NAPLES, Â FL Â 34109 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/11/2014 | 3. Issuer Name and Ticker or Trading Symbol EAGLE PHARMACEUTICALS, INC. [EGRX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common stock, \$0.001 par value | 39,001 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Common stock, \$0.001 par value | 9,360 | I | By ProQuest Management LLC <u>(2)</u> |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 1,927,986 <u>(5)</u> | \$ 0 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Series B Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 1,028,613 <u>(5)</u> | \$ 0 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Series B-1 Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 850,520 <u>(5)</u> | \$ 0 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Series C Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 569,538 <u>(5)</u> | \$ 0 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Series C Warrants | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 98,368 <u>(5)</u> | \$ 11.67 | I | By ProQuest Investments IV, L.P. <u>(1)</u> |
| Series B-1 Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 62,575 <u>(5)</u> | \$ 0 | I | By Project Management LLC Plans <u>(7)</u> |
| Series C Convertible Preferred Stock | Â <u>(3)</u> | Â <u>(4)</u> | Common Stock | 9,359 <u>(5)</u> | \$ 0 | I | By Project Management LLC Plans <u>(7)</u> |
| Series C Warrants | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 1,614 <u>(5)</u> | \$ 11.67 | I | By Project Management LLC Plans <u>(7)</u> |
| Stock Option (right to buy) | Â <u>(8)</u> | 03/06/2018 | Common Stock | 2,340 | \$ 0.14 | I | By ProQuest Management LLC <u>(2)</u> |
| Stock Option (right to buy) | Â <u>(9)</u> | 06/09/2019 | Common Stock | 2,340 | \$ 0.63 | I | By ProQuest Management LLC <u>(2)</u> |
| Stock Option (right to buy) | Â <u>(10)</u> | 03/06/2020 | Common Stock | 2,340 | \$ 1.37 | I | By ProQuest Management LLC <u>(2)</u> |
| Stock Option (right to buy) | Â <u>(11)</u> | 07/12/2021 | Common Stock | 2,340 | \$ 1.37 | I | By ProQuest Management LLC <u>(2)</u> |
| | Â <u>(12)</u> | 07/12/2022 | | 2,340 | \$ 1.37 | I | |

Stock Option (right to buy)

Common Stock

By ProQuest Management LLC
(2)

Reporting Owners

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

Signatures

/s/ Alain Schreiber

02/11/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 shares are owned by ProQuest Investments IV, L.P. ("Investments IV"), of which ProQuest Associates IV LLC ("Associates IV") is the general partner. The Reporting Person is a 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.
 - (2) 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.
 - (3) Immediately convertible. The Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series C Convertible Preferred stock automatically convert into shares of the Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
 - (4) The expiration date is not relevant to the conversion of these securities.
 - (5) 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.
 - (6) In accordance with their terms, the Series C Warrants (the "Warrants") will be net exercised immediately prior to closing of the Issuer's initial public offering into shares of common stock.

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 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 to the extent of each his pecuniary interest in such securities.
 - (8) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2009.
 - (9) 25% of the shares subject to the option vest in equal annual installments commencing on June 9, 2010.
 - (10) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2011.
 - (11) 25% of the shares subject to the option vest in equal annual installments commencing on July 12, 2012.
 - (12) 25% of the shares subject to the option vest in equal annual installments commencing on June 12, 2013.

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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