

EAGLE PHARMACEUTICALS, INC.

Form 3

February 11, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 RATOFF STEVEN B

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O EAGLE
PHARMACEUTICALS,
INC.,Â 50 TICE BLVD., SUITE
315

(Street)

WOODCLIFF
LAKE,Â NJÂ 07677

(City)

(State)

(Zip)

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 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

9,360

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series B-1 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	8,571 (3)	\$ 0	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,443 (3)	\$ 0	D	Â
Stock Option (right to buy)	Â (4)	03/06/2018	Common Stock	2,340	\$ 0.9	D	Â
Stock Option (right to buy)	Â (4)	03/06/2019	Common Stock	2,340	\$ 4.04	D	Â
Stock Option (right to buy)	Â (5)	03/06/2020	Common Stock	2,340	\$ 8.78	D	Â
Stock Option (right to buy)	Â (6)	07/12/2021	Common Stock	2,340	\$ 8.78	D	Â
Stock Option (right to buy)	Â (7)	07/21/2022	Common Stock	2,340	\$ 8.78	D	Â
Stock Option (right to buy)	Â (8)	04/19/2023	Common Stock	2,340	\$ 4.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATOFF STEVEN B C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677	Â X	Â	Â	Â

Signatures

/s/ Scott Tarriff,
Attorney-In-Fact 02/11/2014

**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).
- 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 Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
- (1) Preferred Stock and Series C Convertible Preferred stock automatically convert into shares of Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
 - (2) The expiration date is not relevant to the conversion of these securities.
 - (3)

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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.

- (4) These shares are fully vested and immediately exercisable.
- (5) 25% of the shares subject to the option vest on March 6, 2011 and the remainder shall vest in equal annual installments over a period of three years.
- (6) 25% of the shares subject to the option vest on July 12, 2012 and the remainder shall vest in equal annual installments over a period of three years.
- (7) 25% of the shares subject to the option vest on July 12, 2013 and the remainder shall vest in equal annual installments over a period of three years.
- (8) 25% of the shares subject to the option vest on April 19, 2014 and the remainder shall vest in equal annual 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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