Edgar Filing: EAGLE PHARMACEUTICALS, INC. - Form 4

EAGLE PHARMACEUTICALS, INC.

Form 4

February 20, 2014

I CILIVI T IINI	FC	R	M	4	UNI
-----------------	----	---	---	---	-----

Check this box

NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RATOFF STEVEN B Issuer Symbol EAGLE PHARMACEUTICALS, (Check all applicable) INC. [EGRX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O EAGLE 02/18/2014 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)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

WOODCLIFF LAKE, NJ 07677

	(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
\$0. val	Stock, \$0.001 par value	02/18/2014		С	8,571	A	(1)	17,931	D	
	Stock, \$0.001 par value	02/18/2014		С	1,443	A	(1)	19,374	D	

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

Edgar Filing: EAGLE PHARMACEUTICALS, INC. - Form 4

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.

SEC 1474 (9-02)

> De Se (In

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B-1 Convertible Preferred Stock	<u>(1)</u>	02/18/2014		С	8,571 (2)	<u>(1)</u>	(3)	Common Stock	8,571 (2)
Series C Convertible Preferred Stock	(1)	02/18/2014		C	1,443 (2)	<u>(1)</u>	(3)	Common Stock	1,443 (2)

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

RATOFF STEVEN B C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677



Signatures

/s/ Scott Tarriff, 02/20/2014 Attorney-in-Fact

**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)

Reporting Owners 2

Edgar Filing: EAGLE PHARMACEUTICALS, INC. - Form 4

Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series C Convertible Preferred stock automatically converted into one share of the Issuer's Common Stock on a 6.41-for-1 basis immediately prior to the consummation of the Issuer's initial public offering.

- (2) 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.
- (3) The expiration date is not relevant to the conversion of these securities.

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.