

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common stock, \$0.001 par value    | 39,001   | I   | By ProQuest Investments IV, L.P.<br><u>(1)</u>           |
| Common Stock, \$0.001 par value    | 9,360  | I   | By ProQuest Management LLC<br><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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>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 ProQuest 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 ProQuest 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 ProQuest 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 |
| ProQuest Associates IV LLC<br>2430 VANDERBILT BEACH ROAD, 108-190<br>NAPLES, FL 34109    | Â             | Â X       | Â       | Â     |
| ProQuest Investments IV, L.P.<br>2430 VANDERBILT BEACH ROAD, 108-190<br>NAPLES, FL 34109 | Â             | Â X       | Â       | Â     |
| ProQuest Management LLC<br>2430 VANDERBILT BEACH ROAD, 108-190<br>NAPLES, FL 34109       | Â             | Â X       | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| ProQuest Associates IV, LLC /s/ Pasquale DeAngelis, Managing Member ProQuest Investments IV, L.P. its General Partner /s/ Pasquale DeAngelis, Managing Member ProQuest Management LLC /s/ Pasquale DeAngelis, Administrative Partner | 02/11/2014 |
| __Signature of Reporting Person  | Date       |
| Pasquale DeAngelis, Managing Member  | 02/11/2014 |
| __Signature of Reporting Person  | Date       |
| Pasquale DeAngelis, Administrative Partner   | 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).
- (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. Jay Moorin and Alain Schreiber are managing members of Associates IV. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.
- (2) The shares are owned by ProQuest Management LLC ("ProQuest Management"). Jay Moorin and Alain Schreiber are managing members of ProQuest Management. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's 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 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.

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- 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. Jay Moorin and Alain Schreiber
- (7) are trustees of the 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. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's 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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