

EAGLE PHARMACEUTICALS, INC.

Form SC 13G/A

February 12, 2016

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1 )\*

Eagle  
Pharmaceuticals,  
Inc.  
(Name of Issuer)

Common Stock,  
par value \$0.001  
per share  
(Title of Class of  
Securities)

269796108  
(CUSIP Number)

December 31,  
2015  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
	Trustees of General Electric Pension Trust
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	New York
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	336,992
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	336,992
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	336,992

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
<b>11</b>	AMOUNT IN ROW (9)
<b>12</b>	2.2% TYPE OF REPORTING PERSON  EP

	NAME OF REPORTING PERSON
<b>1</b>	GE Asset Management Incorporated, as Investment Manager of GEPT (as defined below) and an Investment Adviser to certain other entities and accounts.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	336,992
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	336,992

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

336,992  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

2.2%  
TYPE OF  
REPORTING  
PERSON

**12**

IA, CO

<b>1</b>	NAME OF REPORTING PERSON
	General Electric Company
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER <input checked="" type="checkbox"/> (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	New York
<b>5</b>	SOLE VOTING POWER
<b>6</b>	None SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	Disclaimed (see 9 below) SOLE DISPOSITIVE POWER
<b>7</b>	
<b>8</b>	None SHARED DISPOSITIVE POWER
<b>9</b>	Disclaimed (see 9 below) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership  
of all shares  
disclaimed by  
General Electric  
Company  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
10 ROW (9)  x  
EXCLUDES  
CERTAIN  
SHARES Disclaimed  
(see 9 above).  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

Not Applicable (see 9  
above)  
TYPE OF  
12 REPORTING  
PERSON

CO



INTRODUCTORY NOTE: This Statement on Schedule 13G/A is filed on behalf of General Electric Company, a New York corporation ("GE"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ("GEAM") and the Trustees of General Electric Pension Trust, a New York common law trust ("GEPT") (collectively, the "Reporting Persons"). GEAM is a registered investment adviser and acts as Investment Manager of GEPT and as Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 336,992 shares of Common Stock of Eagle Pharmaceuticals Inc. owned by GEPT. GEAM and GEPT each expressly disclaim that they are members of a "group." GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group."

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Eagle Pharmaceuticals' Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 50 Tice Boulevard, Suite 315, Woodcliff Lake, NJ 07677.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Trustees of General Electric Pension Trust (see Schedule I);
  
- (ii) GE Asset Management Incorporated as Investment Manager of GEPT and as Investment Adviser to certain entities and account; and
  
- (iii) General Electric Company.

Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the principal offices of GEPT and GEAM is 1600 Summer Street, Stamford, Connecticut 06904. The address of the principal offices of GE is 3135 Easton Turnpike, Fairfield, Connecticut 06828.

**Item  
2(c). CITIZENSHIP**

Trustees of General Electric Pension Trust is a New York common law trust. GE Asset Management Incorporated is a Delaware corporation. General Electric Company is a New York corporation

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.001 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

269796108

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f)
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

A. Trustees of General Electric Pension Trust

(a) Amount beneficially owned: 336,992

(b) Percent of class: 2.2% The percentages used herein and in the rest of Item 4 are calculated based upon the 15,589,844 shares of Common Stock issued and outstanding as of November 10, 2015 as reported by the Company in the Form 10-Q filed by the Company on November 12, 2015.

(c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 336,992

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 936,992

B. GE Asset Management Incorporated

(a) Amount beneficially owned: 336,992

(b) Percent of class: 2.2%

(c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 336,992

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 336,992

C. General Electric Company

(a) Amount beneficially owned: Disclaimed

(b) Percent of class: Disclaimed

(c) (i) Sole power to vote or direct the vote: None

(ii) Shared power to vote or direct the vote: Disclaimed

(iii) Sole power to dispose or direct the disposition: None

(iv) Shared power to dispose or direct the disposition: Disclaimed

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

See Introductory Note above.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 16, 2016

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated, its Investment Manager

By: \_\_\_\_\_

Name: Michael M. Pastore

Title: Senior Vice President - Deputy General  
Counsel & Assistant Secretary

GE ASSET MANAGEMENT INCORPORATED

By: \_\_\_\_\_

Name: Michael M. Pastore

Title: Senior Vice President - Deputy General  
Counsel & Assistant Secretary

GENERAL ELECTRIC COMPANY

By: \_\_\_\_\_

Name: Dmitri A. Stockton

Title: Senior Vice President

**Schedule I**

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

1600 Summer Street

Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension Trust are as follows:

Dmitri A. Stockton

George A. Bicher

Paul M. Colonna

Gregory B. Hartch

Ralph R. Layman

Matthew J. Simpson

Donald W. Torey

David W. Wiederecht

Matt Zakrzewski