

EAGLE PHARMACEUTICALS, INC.  
 Form 4  
 March 24, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Krill Steven L.

2. Issuer Name and Ticker or Trading Symbol  
 EAGLE PHARMACEUTICALS, INC. [EGRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/22/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Chief Scientific Officer

C/O EAGLE 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)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WOODCLIFF LAKE, NJ 07677

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	03/22/2017		M		5,023	A	\$ 4.42	5,023	D	
Common Stock	03/22/2017		M		2,077	A	\$ 12.67	7,100	D	
Common Stock	03/22/2017		S		7,100	D	\$ 80.0903	0	D	
Common Stock	03/23/2017		M		2,025	A	\$ 12.67	2,025	D	
	03/23/2017		M		5,000	A	\$ 12.63	7,025	D	

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Common  
Stock

Common Stock 03/23/2017 S 7,025 D \$ 82.0625 0 D

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.42	03/22/2017		M	5,023	<u>(1)</u> 04/18/2023	Common Stock	5,023
Employee Stock Option (right to buy)	\$ 12.67	03/22/2017		M	2,077	<u>(2)</u> 04/07/2024	Common Stock	2,077
Employee Stock Option (right to buy)	\$ 12.67	03/23/2017		M	2,025	<u>(2)</u> 04/07/2024	Common Stock	2,025
Employee Stock Option (right to buy)	\$ 12.63	03/23/2017		M	5,000	<u>(3)</u> 08/25/2024	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krill Steven L. C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677			EVP & Chief Scientific Officer	

## Signatures

/s/ Scott Tarriff,  
Attorney-in-Fact

03/24/2017

\*\*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) 25% of the shares subject to the option vested on April 19, 2014 and the remainder shall vest in equal monthly installments over a period of three years.
  - (2) 25% of the shares subject to the option vested on April 8, 2015 and the remainder shall vest in equal monthly installments over a period of three years.
  - (3) 25% of the shares subject to the option vested on August 26, 2015 and the remainder shall vest in equal monthly 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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