

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tarriff Scott</u>  (Last) (First) (Middle) <u>C/O EAGLE PHARMACEUTICALS, INC.</u> <u>50 TICE BLVD., SUITE 315</u>  (Street) <u>WOODCLIFF LAKE NJ 07677</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EAGLE PHARMACEUTICALS, INC. [ EGRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 (Instr. 8)		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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$59.14	01/07/2018		A		157,000	(1)	01/07/2028	Common Stock	157,000	\$0.00	157,000	D	
Performance Stock Unit	(2)	01/07/2018		A		189,000 <sup>(3)</sup>	(4)	01/01/2021	Common Stock	189,000	\$0.00	189,000	D	

**Explanation of Responses:**

- The option vests over a period of four years, with 25% of the shares underlying the option vesting on January 7, 2019, the first anniversary of the date of grant, and the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.
- Represents the maximum number of shares issuable under this award.
- The shares issuable in respect of such PSUs shall vest on the three-year anniversary of January 1, 2018 (such three-year anniversary, the "Vesting Date"), based on the extent to which the following stock price hurdles are achieved for 30 consecutive trading days on or prior to the Vesting Date. If the Issuer's stock price reaches or surpasses \$85.92, \$110.00, \$120.00 or \$134.25, then 63,000, 126,000, 157,500 or 189,000 PSUs will vest, respectively. The number of shares issuable in respect of such PSUs vested on the Vesting Date will be determined by the highest Issuer stock price hurdle achieved. This vesting is subject to the Reporting Person's continuous service with the Issuer as of the Vesting Date.

**Remarks:**

/s/ Scott Tarriff

01/09/2018

\*\* Signature of Reporting Person

Date

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

\* 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).

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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