

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>FLAUM SANDER A</u>  (Last) (First) (Middle) <u>C/O EAGLE PHARMACEUTICALS, INC.</u> <u>50 TICE BLVD., SUITE 315</u>  (Street) <u>WOODCLIFF NJ 07677</u> <u>LAKE</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/11/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>EAGLE PHARMACEUTICALS, INC. [ EGRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>9,360</u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series B Convertible Preferred Stock</u>	<u>(1)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>8,580<sup>(3)</sup></u>	<u>0.00</u>	<u>D</u>
<u>Series B-1 Convertible Preferred Stock</u>	<u>(1)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>8,572<sup>(3)</sup></u>	<u>0.00</u>	<u>D</u>
<u>Series C Convertible Preferred Stock</u>	<u>(1)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>2,887<sup>(3)</sup></u>	<u>0.00</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>03/06/2018</u>	<u>Common Stock</u>	<u>2,340</u>	<u>0.9</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>03/06/2019</u>	<u>Common Stock</u>	<u>2,340</u>	<u>4.04</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>03/06/2020</u>	<u>Common Stock</u>	<u>2,340</u>	<u>8.78</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>07/12/2021</u>	<u>Common Stock</u>	<u>2,340</u>	<u>8.78</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(7)</u>	<u>07/12/2022</u>	<u>Common Stock</u>	<u>2,340</u>	<u>8.78</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(8)</u>	<u>04/19/2023</u>	<u>Common Stock</u>	<u>2,340</u>	<u>4.42</u>	<u>D</u>

## Explanation of Responses:

- 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.
- The expiration date is not relevant to the conversion of these securities.
- 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.
- These shares are fully vested and immediately exercisable.
- 25% of the shares subject to the option vest on March 6, 2011 and the remainder shall vest in equal annual installments over a period of three years.
- 25% of the shares subject to the option vest on July 12, 2012 and the remainder shall vest in equal annual installments over a period of three years.
- 25% of the shares subject to the option vest on July 12, 2013 and the remainder shall vest in equal annual installments over a period of three years.
- 25% of the shares subject to the option vest on April 19, 2014 and the remainder shall vest in equal annual installments over a period of three years.

## Remarks:

/s/ Scott Tarriff, Attorney-In-Fact 02/11/2014

\*\* 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott Tarriff and David E. Riggs of Eagle Pharmaceuticals, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorney-in-fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of February, 2014.

/s/ Sander A. Flaum

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Sander A. Flaum