



NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on October 17, 2025

To the stockholders of Eagle Pharmaceuticals, Inc.:

You are cordially invited to attend the 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Eagle Pharmaceuticals, Inc., a Delaware corporation (the “Company”). The meeting will be held virtually via a live audio webcast at www.virtualshareholdermeeting.com/EGRX2025 on Friday, October 17, 2025 at 10:00 a.m. Eastern Time. You will not be able to attend the meeting in person at a physical location. You may attend the Annual Meeting virtually at www.virtualshareholdermeeting.com/EGRX2025. In order to attend the Annual Meeting virtually, you will need the 16-digit control number included on your Notice or your proxy card or voting instruction form (if you choose to receive a printed copy of the proxy materials) or included in the email to you if you choose to receive the proxy materials by email. Further instructions on how to attend the Annual Meeting, including for beneficial owners, are set forth in the proxy materials. The meeting will be held for the following purposes:

1. Election of (i) two Class I nominees for director, Michael Graves and Richard Edlin, to hold office until the 2027 Annual Meeting of Stockholders and (ii) two Class II nominees for director, Jennifer Simpson and Luciana Borio, to hold office until the 2028 Annual Meeting of Stockholders, and, in each case, until his or her successor has been duly elected and qualified, or, if sooner, until the director’s death, resignation or removal;
2. To ratify the selection by the audit committee of the Board of Directors of BDO USA, P.C. as the Company’s auditor for the fiscal year ending December 31, 2025; and
3. To conduct any other business properly brought before the Annual Meeting or any adjournments or postponements thereof.

These items of business are more fully described in the proxy materials accompanying this Notice.

The record date for the Annual Meeting is as of the close of business on August 18, 2025. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment or postponement thereof.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on October 17, 2025.

This Notice, our CEO Letter, our Proxy Information Statement for the Annual Meeting and our audited consolidated financial statements as of and for the years ended December 31, 2024 and 2023, are available at www.proxyvote.com and investor.eagleus.com/events-presentations.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read "Michael Graves".

Michael Graves
Chief Executive Officer and Chairman of the Board
Woodcliff Lake, NJ
September 17, 2025

Whether or not you are able to attend the Annual Meeting, it is important that your shares be represented. To ensure that your vote is recorded promptly, please submit a proxy to vote your shares as soon as possible, even if you plan to attend the Annual Meeting online, by submitting your proxy via the internet or telephone as instructed in these materials, or if you receive a paper proxy card by mail, by signing, dating and returning the proxy card.

EAGLE PHARMACEUTICALS 2025 CEO LETTER TO STOCKHOLDERS

Dear Fellow Shareholders:

We are looking forward to Eagle Pharmaceutical, Inc.'s upcoming 2025 annual meeting of stockholders (the "Annual Meeting"), scheduled to be held on October 17, 2025 at 10:00 a.m. Eastern Time. You may attend the Annual Meeting virtually at www.virtualshareholdermeeting.com/EGRX2025. In connection with the Annual Meeting, we are providing an update regarding recent business developments and our business strategy. Additional information regarding the Annual Meeting, including the Notice of Annual Meeting, Proxy Information Statement and Proxy Card, is available at www.proxyvote.com and investor.eagleus.com/events-presentations.

I am honored to continue leading Eagle as Chief Executive Officer, and I look forward to the potential that I believe lies ahead for the company. We have been working diligently on behalf of our shareholders to take steps to position the company for future growth. Over the last year and a half, we have navigated through a financial restatement process, significantly reduced our leverage ratio and strengthened our liquidity position through repayment in full of our prior credit agreement with J.P. Morgan, executed a \$69 million upfront royalty purchase agreement with Blue Owl Capital with respect to BENDEKA net sales, and realigned our business with the goal of increasing efficiency and reducing operating costs. We have also strengthened our human capital with seasoned industry veterans through the recent transition of my role from Interim Principal Executive Officer to Chief Executive Officer and the appointment of Chris Krawtschuk as Chief Financial Officer and James Schwier as Chief Operating Officer. In addition, we have expanded our board of directors, recently welcoming Abhinav "Abi" Jain as an independent member of our Board. These and other efforts provide the foundation upon which we are working to reinvigorate the company.

Eagle is an integrated pharmaceutical company focused on improving medicines to better meet the needs of patients, physicians, nurses and pharmacists. Utilizing our scientific expertise, proprietary research-based insights and marketplace proficiency, we identify challenging-to-treat diseases of the central nervous system, metabolic critical care therapeutic areas, and unmet needs in the oncology space. Central to our business strategy moving forward will be our mission to reinvigorate the foundational core of our successful 505(b)(2) competency, with a focus on innovation, development, and commercial execution. We are also evaluating business development and divestiture opportunities with the aim of strengthening our product portfolio while retaining commercial rights in the United States and selectively partnering outside of the United States. Our business strategy also aims to continue to build upon our robust intellectual property portfolio, which includes over 85 owned or exclusively licensed U.S. issued patents and over 30 filed U.S. patent applications, as well as several that have been filed in various other jurisdictions.

Our product portfolio consists of: (i) PEMFEXY® (pemetrexed for injection), (ii) RYANODEX® (dantrolene sodium), (iii) BELRAPZO® (bendamustine hydrochloride ready-to-dilute ("RTD") solution), (iv) rapidly infused bendamustine hydrochloride RTD, (v) bendamustine hydrochloride ready-to-dilute and rapidly infused RTD in Japan, (vi) BARHEMSYS® (amisulpride for injection), and (vii) BYFAVO® (remimazolam injection).

We believe that our pipeline projects have the potential to enter the market as best-in-class or first-in-class products. In particular, we are applying our expertise to conduct investigations of compounds such as EA-114 (our fulvestrant product candidate) for patients with HR-positive advanced breast cancer, and a recently in-licensed improved chemotherapy medication for the treatment of several types of cancers, including ovarian cancer, breast cancer, non-small cell lung cancer and AIDS-related Kaposi's sarcoma. Our clinical development program also includes a license agreement with Combiotin, SA, under which we were granted exclusive, worldwide development commercialization rights to CAL02, a novel first-in-class anti-virulence agent in development for the treatment of severe community-acquired pneumonia in combination with traditional antibacterial drugs. A pre-planned interim analysis of the CAL02 Phase 2 study was conducted in April 2025 after 50% of subjects completed study participation. While CAL02 demonstrated a positive safety profile with subsets of data demonstrating encouraging efficacy trends,

subject enrollment has been suspended while specific modifications to the study protocol were submitted for review to the U.S. Food and Drug Administration (“FDA”) and we are simultaneously evaluating strategic alternatives for this program.

Eagle also holds a 17% ownership stake in Enalare Therapeutics, Inc. (“Enalare”), with an option to acquire all of the remaining outstanding shares of Enalare subject to certain terms and conditions. Enalare’s lead product candidate, ENA-001, is an agnostic respiratory stimulant in Phase 1 development for post-surgery respiratory depression.

Financial Statements

We have made available audited financial statements for fiscal years 2024 and 2023 at www.proxyvote.com and investor.eagleus.com/events-presentations. We encourage you to review these financial statements, which contain important information regarding our business and operations. Once ready, we intend to also make available 2025 interim period financial statements.

The team at Eagle and I appreciate your continued support.

Sincerely,

/s/ Michael Graves

Michael Graves

Chief Executive Officer and Chairman of the Board

Forward-Looking Statements

This letter contains “forward-looking statements” regarding future events or our future financial performance. Forward-looking statements are statements that are not historical facts. Words and phrases such as “anticipated,” “forward,” “will,” “would,” “could,” “may,” “intend,” “remain,” “regain,” “maintain,” “potential,” “prepare,” “expected,” “believe,” “plan,” “seek,” “continue,” “goal,” “mission,” “aim,” “estimate,” and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements with respect to the ability of the company to execute on the company’s strategy and to position the company for future growth; the company’s ability to sustain and/or further its efficiency and reduced operating costs; the potential of the company’s products and product candidates and their ability to better meet the needs of patients, physicians, nurses and pharmacists; the company’s ability to identify and treat diseases of the central nervous system, metabolic critical care therapeutic areas and unmet needs in the oncology space; the company’s ability to build on its intellectual property portfolio; the company’s ability to develop innovative medicines that enter the market as best-in-class or first-in-class products and address unmet medical needs; the potential development of EA-114, CAL02 and other pipeline assets; the potential of products and product candidates to offer unique or meaningful therapeutic benefits to patients and potentially improving the treatment regimen for patients, and improving patient outcomes; the design, timing and ability to enroll patients in clinical trials; the timing, scope or likelihood and timing of regulatory filings and approvals from the FDA and other competent authorities for the company’s or its partner’s product candidates; and the potential exercise of the company’s option to acquire all of Enalare’s outstanding shares; the sufficiency of the company’s cash flows and capital resources; and the company’s ability to achieve expected future financial performance and results. All such statements are subject to certain risks and uncertainties, many of which are difficult to predict and generally beyond the company’s control, which could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Such risks and uncertainties include, but are not limited to: global economic and political conditions; the company’s reliance on third parties to manufacture commercial supplies of its products and clinical supplies of its product candidates; delay in or failure to obtain regulatory approval of the company’s or its partners’ product candidates and successful compliance with FDA, European Medicines Agency and other governmental regulations applicable to product approvals; changes in the

regulatory environment; the uncertainties and timing of the regulatory approval process; whether the company can successfully market and commercialize its products; the success of the company's relationships with its partners; changes in applicable laws and regulations; the outcome of litigation and other legal proceedings and the risk of additional litigation and legal proceedings; the strength and enforceability of the company's intellectual property rights or the rights of third parties; competition from other pharmaceutical and biotechnology companies and competition from generic entrants into the market; unexpected safety or efficacy data observed during clinical trials; clinical trial site activation or enrollment rates that are lower than expected; the risks inherent in drug development and in conducting clinical trials; and unanticipated factors in addition to the foregoing that may impact the company's financial and business projections and may cause the company's actual results and outcomes to materially differ from its estimates and projections. Readers are cautioned not to place undue reliance on these forward-looking statements. All forward-looking statements contained in this letter speak only as of the date on which they were made. The company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

EAGLE PHARMACEUTICALS, INC.

**50 Tice Boulevard, Suite 315
Woodcliff Lake, NJ 07677**

**PROXY INFORMATION STATEMENT
FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON OCTOBER 17, 2025**

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QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING PROCEDURES

Why did I receive a notice regarding the availability of proxy materials on the internet?

We have elected to provide access to our proxy materials over the internet. Accordingly, we have sent you a Notice of Internet Availability of Proxy Materials (the “Notice”) because the Board of Directors (the “Board”) of Eagle Pharmaceuticals, Inc. (sometimes referred to as the “Company” or “Eagle”) is soliciting your proxy to vote at the 2025 Annual Meeting of Stockholders (the “Annual Meeting”), including at any adjournments or postponements of the meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

We intend to mail the Notice and make this proxy information statement and the form of proxy available to stockholders on or about September 17, 2025.

How do I attend the Annual Meeting?

The Annual Meeting will be held through a live webcast at www.virtualshareholdermeeting.com/EGRX2025. You will not be able to attend the Annual Meeting in person at a physical location. If you are a stockholder of record and attend the Annual Meeting online, you will be able to vote and submit questions, at www.virtualshareholdermeeting.com/EGRX2025. You will need the 16-digit control number included on your Notice or your proxy card or voting instruction form (if you received a printed copy of the proxy materials) or included in the email to you if you received the proxy materials by email in order to be able to vote your shares or submit questions during the Annual Meeting. Beneficial owners who do not have a control number may gain access to the meeting by logging into their broker, brokerage firm, bank, or other nominee’s website and selecting the shareholder communications mailbox to link through to the Annual Meeting; instructions should also be provided on the voting instruction card provided by your broker, bank, or other nominee. Instructions on how to connect to the Annual Meeting and participate via the internet, including how to demonstrate proof of stock ownership, are posted at www.proxyvote.com. If you do not have your 16-digit control number, you will be able to access and listen to the Annual Meeting but you will not be able to vote your shares or submit questions during the Annual Meeting.

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual meeting web portal.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the Annual Meeting and the Company requests that you submit a proxy to vote your shares as promptly as possible.

For the Annual Meeting, how do we ask questions of management and the board?

Stockholders of record may submit questions pertaining to the business of the Annual Meeting in advance of the Annual Meeting as well as live during the meeting. Questions may be submitted before and during the Annual Meeting through www.virtualshareholdermeeting.com/EGRX2025.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on August 18, 2025, will be entitled to vote at the Annual Meeting. On August 18, 2025, there were 13,157,754 shares of common stock outstanding and entitled to vote. For the ten days ending on *the day prior to* the Annual Meeting, a list of our record stockholders as of the close of business on the record date will be available for examination by any stockholder of record for a legally valid purpose at our corporate headquarters during regular business hours. To arrange for access to the list of record stockholders, stockholders should email investors@eagleus.com.

Stockholder of Record: Shares Registered in Your Name

If, as of August 18, 2025, your shares are registered directly in your name with the Company's transfer agent, Equiniti Trust Company, LLC, then you are a stockholder of record for purposes of the Annual Meeting. As a stockholder of record, you may vote online at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to submit your proxy in advance on the internet or by phone as instructed in the Notice or by proxy using a proxy card that you may request or that we may elect to deliver at a later time, to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent

If, as of August 18, 2025, your shares are held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" for purposes of the Annual Meeting and the proxy materials and proxy card will be forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You must follow the instructions provided by your brokerage firm, bank, or other similar organization for your bank, broker or other stockholder of record to vote your shares per your instructions. Alternatively, many brokers and banks provide the means to grant proxies or otherwise instruct them to vote your shares by telephone and via the internet, including by providing you with a 16-digit control number via email or on your Notice or your voting instruction form. If your shares are held in an account with a broker, bank or other agent providing such a service, you may instruct them to vote your shares by telephone (by calling the number provided in the proxy materials) or over the internet as instructed by your broker, bank or other agent. If you did not receive a 16-digit control number via email or on your Notice or voting instruction form, and you wish to submit voting instructions or a proxy to vote your shares prior to the Annual Meeting or you wish to attend the Annual Meeting and vote at the meeting, you must follow the instructions from your broker, bank or other agent, including any requirement to obtain a valid legal proxy. Many brokers, banks and other agents allow a beneficial owner to obtain a valid legal proxy either online or by mail, and we recommend that you contact your broker, bank or other agent to do so.

What am I voting on?

There are two matters scheduled for a vote:

- Proposal 1: Election of (i) two Class I nominees for director, Michael Graves and Richard Edlin, to hold office until the 2027 Annual Meeting of Stockholders and (ii) two Class II nominees for director, Jennifer Simpson and Luciana Borio, to hold office until the 2028 Annual Meeting of Stockholders, and, in each case, until his or her successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal.
- Proposal 2: The ratification of the selection by the audit committee of the Board of Directors of BDO USA, P.C. as our auditor for the fiscal year ending December 31, 2025.

What if another matter is properly brought before the meeting?

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

For Proposal 1, you may either vote "For" all the nominees to the Board or you may "Withhold" your vote for any nominee to the Board that you specify. For each of the other matters to be voted on, you may vote "For" or "Against" or abstain from voting.

The procedures for voting are:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record as of the close of business on August 18, 2025, you may vote online at the Annual Meeting, submit a proxy over the telephone through the internet or using a proxy card (if delivered to you), in each case to have your shares voted as you instruct in such proxy. Whether or not you plan to attend the Annual Meeting, we urge you to submit a proxy to vote your shares in advance of the Annual Meeting to ensure your vote is counted. You may still attend the Annual Meeting and vote online even if you have already submitted a proxy to vote your shares at the Annual Meeting. Attending the Annual Meeting and voting online during the meeting will revoke any previously submitted proxy. Simply attending the Annual Meeting, without voting, will not revoke your proxy.

- To submit a proxy or to vote by internet:
 - **Before the Annual Meeting.** To submit a proxy to vote your shares through the internet before the Annual Meeting, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from your Notice. Your proxy must be received by 11:59 p.m. Eastern Time, on October 16, 2025, to be counted.
 - **During the Annual Meeting.** Attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/EGRX2025 and follow the instructions posted there on how to vote your shares in person. Please have your control number from your Notice to join the Annual Meeting.
- To submit a proxy in advance of the Annual Meeting over the telephone, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice. Your proxy must be received by 11:59 p.m., Eastern Time on October 16, 2025, to be counted.
- To submit a proxy in advance of the Annual Meeting using a printed proxy card that may be delivered to you, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. Your signed proxy card must be received by 11:59 p.m., Eastern Time on October 16, 2025 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you will receive a Notice containing voting instructions from that organization rather than from the Company. Simply follow the voting instructions in the Notice to ensure that your shares are voted at the Annual Meeting. To vote online at the Annual Meeting, you must obtain a valid legal proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form.

We provide internet proxy voting to allow you to submit a proxy in respect of your shares online, with procedures designed to support the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of the close of business on August 18, 2025.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not submit a proxy by telephone, internet, or by completing the printed proxy card that may be delivered to you, or you do not attend the Annual Meeting and vote online at the Annual Meeting, your shares will not be voted or counted for purposes of a quorum.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent

If you are a beneficial owner and do not instruct your broker, bank, or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the particular proposal is considered to be a routine matter under applicable rules. Under the rules of the New York Stock Exchange (“NYSE”), brokers, banks and other securities intermediaries that are subject to NYSE rules may use their discretion to vote your “uninstructed” shares with respect to matters considered to be “routine” under NYSE rules, but not with respect to “non-routine” matters. In this regard, Proposal 1 is considered to be “non-routine” under NYSE rules meaning that your broker may not vote your shares on this proposal in the absence of your voting instructions. However, Proposal 2, the ratification of the selection of BDO USA, P.C. as our auditor for the fiscal year ending December 31, 2025, is considered to be a “routine” matter, meaning that if you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker in its discretion on Proposal 2.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise submit a proxy without marking voting selections, your shares will be voted “For” the election of each of the four nominees for director named in this proxy statement and “For” the ratification of the selection of BDO USA, P.C. as our auditor for the fiscal year ending December 31, 2025. If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice you receive to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the polls are closed at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

1. You may submit another properly completed, signed and dated proxy card with a later date that is received by 11:59 p.m. Eastern Time on October 16, 2025 (which automatically revokes the earlier proxy).
2. You may submit a subsequent proxy by telephone or through the internet by 11:59 p.m. Eastern Time on October 16, 2025;
3. You may send a timely written notice that you are revoking your earlier-dated proxy to Eagle’s Secretary at 50 Tice Boulevard, Suite 315, Woodcliff Lake, NJ 07677, by 11:59 p.m. Eastern Time on October 16, 2025; or

4. You may attend the Annual Meeting and vote online. Simply attending the Annual Meeting will not, by itself, revoke your proxy. *Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions by telephone, through the internet or by mailing a proxy card (if one is provided) so that your vote will be counted if you later decide not to attend the Annual Meeting.*

Your most current proxy card or telephone or internet proxy is the one that is voted at the Annual Meeting.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent

If your shares are held by your broker, bank or other agent as a nominee or agent, you should follow the instructions provided by your broker, bank or other agent.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will count with respect to Proposal 1, votes “For,” “Withhold” and broker non-votes and with respect to Proposal 2, votes “For,” “Against” and abstentions.

What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in street name does not give voting instructions to his or her broker, bank or other securities intermediary holding his or her shares as to how to vote on matters deemed to be “non-routine,” the broker, bank or other such agent cannot vote the shares. When there is at least one “routine” matter that the broker, bank or other securities intermediary votes on, the shares that are un-voted on “non-routine” matters are counted as “broker non-votes.” Proposal 2 is a “routine” matter and we therefore expect brokers, banks or other securities intermediaries to vote on Proposal 2. Proposal 1 considered to be “non-routine” and we therefore expect broker non-votes to exist in connection with that proposal.

As a reminder, if you are a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.

Who is paying for this proxy solicitation?

Eagle will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by email, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

How many votes are needed to approve each proposal?

For Proposal 1, the election of directors, the four nominees receiving the most “For” votes cast by the holders of shares present or represented by proxy and entitled to vote on the election of directors will be elected. Only votes “For” will affect the outcome. Withheld and broker non-votes will have no effect on Proposal 1. Pursuant to our director resignation policy, any nominee for director in an uncontested election who does not receive a majority of the votes cast (*i.e.*, receives a greater number of votes “Withheld” from his or her election than votes “For” in such election) shall submit his or her offer of resignation for consideration by the nominating and corporate governance committee. The nominating and corporate governance committee will then consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation, and the Board will then act on such recommendation.

To be approved, Proposal 2, the ratification of the selection of BDO USA, P.C. as the Company’s auditor for the fiscal year ending December 31, 2025, must receive “For” votes from the holders of a majority of shares present virtually or represented by proxy and entitled to vote on the matter. If you mark your proxy to “Abstain,” it will

have the same effect as an “Against” vote. This proposal is a matter on which a broker, bank or other agent or nominee has discretionary voting authority, and thus, we do not expect any broker non-votes with respect to Proposal 2.

Who will count the vote?

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present at the Annual Meeting virtually or represented by proxy. Stockholders attending the Annual Meeting virtually will be deemed to be present, as provided by Delaware law, and their shares will be counted towards the quorum requirement.

Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the Annual Meeting or the holders of a majority of shares present at the Annual Meeting virtually or represented by proxy may adjourn the Annual Meeting to another date.

On the record date for the Annual Meeting, August 18, 2025, there were 13,157,754 shares outstanding and entitled to vote. Thus, the holders of 6,578,878 shares must be present or represented by proxy at the Annual Meeting to have a quorum.

How can I find out the results of the voting at the Annual Meeting?

Voting results will be published in a press release that we expect to issue after the Annual Meeting.

PROPOSAL 1

ELECTION OF DIRECTORS

The Company's Board is divided into three classes. Each class has a three-year term.

The Board presently has seven members. There are two Class I directors, which is the class of directors who were elected at the 2021 Annual Meeting of Stockholders to serve until the 2024 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified, and two Class II directors, which is the class of directors who were elected at the 2022 Annual Meeting of Stockholders to serve until the 2025 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified. As we did not hold an annual meeting of stockholders in 2024, we are providing stockholders with the opportunity to elect both Class I and Class II directors at the Annual Meeting. If elected, the Class I directors will serve for a two-year term, rather than the typical three-year term, as they have been serving in a holdover capacity during 2025. Each of the nominees named below is currently a director of the Company. If elected at the Annual Meeting, each of the nominees who are Class I directors would serve until the 2027 Annual Meeting of Stockholders, and each of the nominees who are Class II directors would serve until the 2028 Annual Meeting of Stockholders, and until his or her successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal. The Company encourages its directors and nominees for director to attend the Annual Meeting.

If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by the Company. Each person nominated for election has agreed to serve if elected. The Company's management has no reason to believe that any nominee will be unable to serve.

DIRECTOR NOMINEES AND CONTINUING DIRECTORS

The following table sets forth the names, ages as of the date of this proxy statement, and certain other information for each of the nominees for Class I and Class II directors and for each continuing director whose terms do not expire at the Annual Meeting.

<u>Name</u>	<u>Class</u>	<u>Age</u>	<u>Position(s)</u>	<u>Director Since</u>	<u>Current Term Expires</u>	<u>Expiration of Term For Which Nominated</u>
1. Directors Who Are Nominees for Terms Expiring at the 2027 Annual Meeting						
Michael Graves ⁽⁴⁾	I	63	Chairman of the Board	2013	2024	2027
Richard A. Edlin ⁽¹⁾⁽²⁾⁽³⁾	I	65	Director	2017	2024	2027
2. Directors Who Are Nominees for Terms Expiring at the 2028 Annual Meeting						
Jennifer K. Simpson ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	II	57	Director	2019	2025	2028
Luciana Borio ⁽²⁾⁽³⁾⁽⁴⁾	II	55	Director	2021	2025	2028
3. Directors Whose Terms Do Not Expire at the Annual Meeting						

Steven Ratoff	III	83	Director	2007	2026	—
Robert Glenning ⁽¹⁾⁽³⁾	III	65	Director	2016	2026	—
Abhinav Jain ⁽²⁾⁽³⁾	III	34	Director	2025	2026	—

(1) Member of our audit committee, which is chaired by Robert Glenning.

(2) Member of our compensation committee, which is chaired by Jennifer Simpson.

(3) Member of our nominating and corporate governance committee, which is chaired by Richard Edlin.

(4) Member of our strategic clinical development committee, which is chaired by Luciana Borio.

(5) Dr. Simpson serves as our lead independent director.

NOMINEES FOR ELECTION FOR A TWO-YEAR TERM EXPIRING AT THE 2027 ANNUAL MEETING

Michael Graves has served as a member of our Board since November 2013, and as Chairman of the Board since June 2016. In November 2023, our Board appointed Mr. Graves as Interim Executive Chairman of the Board and Interim Principal Executive Officer. In August 2025, Mr. Graves was appointed as Chief Executive Officer and Chairman of the Board. Mr. Graves has extensive industry experience spanning 30 years, as both a member of the board of directors of public and privately held companies and operationally as an executive team member. Mr. Graves director experience includes roles with Ribocor and Nanocopoeia, LLC and operating partner roles for Linden Capital Partners and Flexpoint Ford. Mr. Graves deep knowledge of the pharmaceutical industry led him to become named as Executive Chairman of both Virtus Pharmaceuticals and Nanocopoeia, LLC. Mr. Graves was also CEO and President of Paddock Laboratories, Inc., leading a successful sale to Perrigo for 540M in 2011. While at Paddock he was the President of the Generic Products Division after advancing through roles in marketing, business development, corporate development and strategic planning. Mr. Graves is an industry veteran in the generics and 505(b)(2) space and has helped bring in excess of a hundred pharmaceutical products to the market. He started his pharmaceutical career working for Cardial Health, where he advanced through a series of promotions within the procurement and marketing areas. Mr. Graves was named Interim Executive Chairman of the Board and Interim Principal Executive Officer of Eagle Pharmaceuticals on November 27, 2023. Our Board believes that Mr. Graves' extensive experience in marketing, sales, business development and operations qualifies him to serve on our Board.

Richard A. Edlin has served as a member of our Board since March 2017. Mr. Edlin joined the law firm Greenberg Traurig, LLP in 2000. He was named vice chair of the firm in 2016 and chair of the New York Litigation Department in 2014. He has been a member of the firm's executive committee since 2013. Mr. Edlin is a trial lawyer with broad experience in both trial and appellate courts including the U.S. Supreme Court and the Delaware Supreme Court. He has tried cases in federal and state courts across the country and has handled domestic and international arbitrations. Mr. Edlin handles a wide variety of litigation and routinely acts for companies and their management in areas such as securities, general commercial and contractual disputes, antitrust and intellectual property. He is currently handling matters for leading financial institutions arising out of the economic downturn and real estate collapse; intellectual property litigation for major electronics/consumer companies; for leading pharmaceutical companies involved in contract disputes; antitrust investigations; and for individuals involved in various commercial disputes. Mr. Edlin is a frequent lecturer on litigation strategy and is the author of *Courtroom Strategies for Litigation Success*. He received his B.A. degree from Tufts University, magna cum laude in history, and received his law degree from Columbia University School of Law, where he was a Harlan Fiske Stone Scholar. Our Board believes that Mr. Edlin's experience as an attorney and his demonstrated facility as a corporate and strategic advisor qualify him to serve on our Board.

NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2028 ANNUAL MEETING

Dr. Jennifer K. Simpson, Ph.D., MSN, CRNP has served as a member of our Board since August 2019 and as our Lead Independent Director since March 2024. Dr. Simpson has also served as a director of LadRx Corporation (formerly known as CytRx Corporation), a publicly traded biotechnology company. Dr. Simpson served as Chief Executive Officer and on the board of directors of Panbela Therapeutics, Inc. (formerly known as Sun BioPharma, Inc.), a publicly traded biopharmaceutical company developing disruptive therapeutics for the treatment of patients with pancreatic cancer from July 2020 until April 2025. From May 2015 to June 2020, Dr. Simpson served as chief executive officer and on the board of directors from October 2015 to June 2020 of Delcath Systems, Inc., an

interventional oncology company focused on the treatment of primary and metastatic liver cancers. She joined Delcath in 2012 as an Executive Vice President, Global Marketing. From May 2011 to March 2012, Dr. Simpson served as the Vice President, Global Marketing, Oncology Brand Lead at ImClone Systems, Inc. (a wholly owned subsidiary of Eli Lilly and Company), where she was responsible for all product commercialization activities and launch preparation for one of the late-stage assets. From June 2009 to May 2011, Dr. Simpson served as the Vice President, Product Champion and from 2008 to 2009 as the Associate Vice President, Product Champion for ImClone's product Ramucirumab. Prior to ImClone, Dr. Simpson worked at Ortho Biotech (now Janssen Biotech) focused in Oncology and spent over a decade as a hematology/oncology nurse practitioner and educator. Dr. Simpson earned a Ph.D. in Epidemiology from the University of Pittsburgh, an M.S. in Nursing from the University of Rochester, and a B.S. in Nursing from the State University of New York at Buffalo. Our Board believes that Dr. Simpson's experience and qualifications, in addition to her relevant executive management and operational pharmaceutical experience, qualifies her to serve on our Board.

Dr. Luciana Borio, M.D. has served as a member of our Board since April 2021. Since July 2021, Dr. Borio has served as a venture partner at ARCH Venture Partners. Since October 2021, Dr. Borio has served as a member of the Board of directors of Insulet Corporation, a publicly traded medical device company. Between 2017 and 2019, Dr. Borio served as Senior Vice President of In-Q-Tel, an independent strategic investment firm that supports the mission of the United States national security community, and served as a member of President Biden's Transition COVID-19 Advisory Board from November 2020 to January 2021. Previously, Dr. Borio served as Director, Medical and Biodefense Preparedness Policy, for the White House National Security Council from 2017 to 2019. Prior to that, Dr. Borio spent nearly ten years at the United States Food and Drug Administration in roles of increasing responsibility, serving as Acting Chief Scientist from 2015 to 2017, Assistant Commissioner for Counterterrorism Policy from 2010 to 2017, Director of the Office of Counterterrorism and Emerging Threats from 2010 to 2015 and Medical Officer from 2008 to 2010. Dr. Borio also currently serves as a Senior Fellow for Global Health at the Council on Foreign Relations, as a trustee of Noblis, and a director at the Nuclear Threat Initiative. Dr. Borio earned an M.D. with distinction from George Washington University School of Medicine and a B.S. in Zoology from George Washington University, and completed post-graduate training at the National Institutes of Health and the Johns Hopkins University. Dr. Borio is a member of the National Academy of Medicine. In 2024, Dr. Borio received directorship certification from the National Association of Corporate Directors. Our Board believes that Dr. Borio's background and extensive experience working in government and regulatory agencies, as well as her medical and public health expertise, qualifies her to serve on our Board.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"
EACH NOMINEE NAMED IN PROPOSAL 1.**

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2026 ANNUAL MEETING

Steven B. Ratoff has served as a member of our Board since March 2007. From March 2024 to November 2024, Mr. Ratoff served as the Company's Interim Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer. Mr. Ratoff served as the Chief Executive Officer of CM Systems LLC, a cloud-based software company, from July 2018 to January 2025. Mr. Ratoff's prior experience includes serving as a Venture Partner for ProQuest Investments from 2005 to 2013, as Chief Executive Officer of Novadel Pharma, Inc., a specialty pharmaceutical company, from 2010 to 2017, and as Chief Executive Officer of CIMA Labs, Inc., a specialty pharmaceutical company acquired by Cephalon in 2004. In addition, Mr. Ratoff served as Chief Financial Officer of the Brown-Forman Company from 1995 to 2001. Mr. Ratoff holds a B.S. in business administration from Boston University and an M.B.A. with Distinction from the University of Michigan. Our Board believes that Mr. Ratoff's extensive executive experience and background in the global pharmaceutical and consumer products industries as well as his strong financial background qualifies him to serve on our Board.

Robert Glenning has served as a member of our Board since July 2016. Mr. Glenning has over 30 years of experience in the healthcare industry and, from 2016 until his retirement in January 2025, served as the President of the Financial Services and Information Service Divisions and Chief Financial Officer of Hackensack Meridian Health, a not-for-profit healthcare organization that is the most comprehensive health delivery network in the state of New Jersey. Mr. Glenning also serves on the board of directors of Med-Matrix, LLC, a leading provider of technology-enabled Revenue Cycle Management solutions. He earned his B.B.A. from Siena College and his M.B.A. from Clarkson University. He is a Certified Public Accountant (license currently inactive). Our Board believes that Mr. Glenning's extensive executive experience and background in the healthcare industry as well as his strong financial background qualifies him to serve on our Board.

Abhinav Jain, has served as our director since September 2025. Since July 2019, Mr. Jain has served as an Analyst at Nantahala Capital Management, LLC and is focused on investments in various sectors, including specialty and generic pharmaceuticals. From 2015 to 2017, Mr. Jain was an Associate at Angelo, Gordon & Co., an alternative asset manager. At Angelo, Gordon & Co., Mr. Jain focused on private equity and structured credit investments. He graduated from Massachusetts Institute of Technology in 2012 with an S.B. in Chemical-Biological Engineering and from The Wharton School of the University of Pennsylvania in 2019 with an M.B.A. with honors in Finance and Entrepreneurial Management. Our Board believes that Mr. Jain's education and experience in the investment and healthcare industry qualifies him to serve on our Board.

COOPERATION AGREEMENT

As previously disclosed, Mr. Jain was appointed to our Board, and to the Nominating and Corporate Governance Committee and the Compensation Committee of the Board, in connection with a Cooperation Agreement (the "Cooperation Agreement") between us and Nantahala Capital Management, LLC ("Nantahala"). Mr. Jain was appointed as a Class III director with an initial term expiring at the Company's 2026 Annual Meeting of Stockholders.

Pursuant to the Cooperation Agreement, we have also agreed to increase the size of the Board and to appoint an individual that is mutually agreeable to us and Nantahala as an independent director to the Board, no later than May 15, 2026.

The Cooperation Agreement provides for customary director replacement rights, pursuant to which we and Nantahala have agreed to cooperate to select a successor director in the event Mr. Jain or the second new director to be appointed pursuant to the Cooperation Agreement ceases to serve as a director. Our obligation to cooperate with Nantahala in respect of replacements terminates in certain circumstances, including if Nantahala's aggregate net long position in the Company falls below at least 40% of its beneficial ownership of our outstanding shares of common stock as of the date of the Cooperation Agreement. Additionally, if Nantahala's net long position in the Company falls below at least 30% of its beneficial ownership of our outstanding shares of common stock as of the date of the Cooperation Agreement, the Cooperation Agreement provides that Mr. Jain will resign from the Board.

For so long as the Cooperation Agreement is in effect, Nantahala has agreed to vote all of its shares in accordance with the Board's recommendations on all proposals or business that may be the subject of stockholder action at stockholder meetings, except (i) if either Institutional Shareholder Services Inc. or Glass Lewis & Co., LLC recommends against the Board's recommendation for a proposal (other than with respect to director elections, compensation related proposals and proposals related to amendments to the Company's Amended and Restated Certificate of Incorporation which seek to increase the authorized share capital of the Company), Nantahala may follow such alternative recommendation, and (ii) Nantahala may vote in its sole discretion with respect to any proposal relating to a transaction that will result in a change in control of our company or a sale of all or substantially all of our assets. The Cooperation Agreement also contains customary standstill, non-disparagement and expense reimbursement provisions.

PROPOSAL 2

RATIFICATION OF THE SELECTION OF BDO USA, P.C.

The audit committee of the Board has selected BDO USA, P.C. as the Company's auditor for the fiscal year ending December 31, 2025. BDO USA, P.C. was appointed as our auditor in November 2024. Representatives of BDO USA, P.C. are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

We are not required by statute or our bylaws or other governing documents to obtain stockholder ratification of the selection of BDO USA, P.C. as the Company's auditor. However, we are submitting the selection of BDO USA, P.C. to our stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee of the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee of the Board in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE SELECTION OF BDO USA, P.C. AS OUR AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.

EXECUTIVE OFFICERS

The following table sets forth certain information regarding our current executive officers as of the date of this proxy statement:

Name	Age	Position(s)
<i>Executive Officers</i>		
Michael Graves	63	Chief Executive Officer and Chairman of the Board
Christopher Krawtschuk	51	Chief Financial Officer
James Schwier.....	51	Chief Operating Officer

Biographical information for Mr. Graves is presented above under the caption “Directors Continuing in Office Until the 2027 Annual Meeting.”

Christopher Krawtschuk has served as our Chief Financial Officer since November 2024. Mr. Krawtschuk is a seasoned biotech and pharmaceutical public company CFO with over 25 years of progressive leadership experience in finance, financial planning, capital raising, investor relations, acquisitions divestitures and strategic alliances, tax, corporate and business unit controllership, and Big 4 audit. Mr. Krawtschuk has experience leading people globally to provide operational financial advice to enable appropriate capital allocation for commercial execution. Mr. Krawtschuk served as the CFO of bluebird bio, Inc. where he was responsible for securing over \$800 million of capital (4x the market cap) in 15 months including two equity raises, sales of three priority review vouchers, factoring receivables and a debt offering to enable the growth of the rare disease company. From February 2021 to October 2022, Mr. Krawtschuk served as Chief Financial Officer of Jubilant Pharma. Prior to Jubilant Pharma, from December 2018 to January 2021, Mr. Krawtschuk served as U.S. Chief Financial Officer and Treasurer of Morphosys. At MorphoSys US, Mr. Krawtschuk was employee #2 and built a US commercial biotech company in Boston that is focused on oncology and was responsible for recruiting and leading a finance and business operations team including controllership, financial analysis and planning, tax compliance and planning, government pricing / gross to net, IT, procurement, treasury operations and US facilities through a product launch in DLBCL blood cancer. Prior to Morphosys, Mr. Krawtschuk served as Vice President, lead divisional Controller for Pfizer from 2016 to 2018 where he provided financial leadership that supported business strategy, operational performance, and certain business development efforts. He had accountability for accounting advisory and financial reporting support to all of the Pfizer global businesses and support functions, provided technical training, and implemented new accounting pronouncements. Mr. Krawtschuk began his financial career at PricewaterhouseCoopers (“PwC”) in 2001 and was a Managing Director in the Capital Markets and Advisory Service Group when he departed in 2016. While at PwC, Mr. Krawtschuk partnered with strategy and business development groups and advised some of the largest clients on complex transactions and leveraged his experience to develop creative and innovative solutions to address client needs while balancing business, legal, accounting, tax and regulatory challenges to unlock hidden value. Mr. Krawtschuk specialized in providing accounting and financial reporting advice relating to acquisitions, divestitures, initial public offerings, capital markets transactions, and complex accounting and reporting issues related to structuring strategic alliances, joint ventures and research and development financing. Mr. Krawtschuk received his B.S. in Accounting from William Paterson University. Mr. Krawtschuk is licensed as a CPA and authored the AICPA practice aid for IPR&D in asset acquisitions and business combinations.

James Schwier has served as our Chief Operating Officer since August 2025. Prior to joining the Company, Mr. Schwier served as the Chief Operating Officer of Nanocopoeia, LLC from January 2018 to October 2024, a private company focused on proprietary nano-technology for oncology focused oral-solid drug development. Mr. Schwier held General Manager and Vice President positions of increasing responsibility from 2013 to 2017 at Actavis Laboratories-FL, from 2007 to 2013 at Perrigo Company and Paddock Laboratories, from 2005 to 2007 at Par Pharmaceutical and from 2002 to 2005 at Andrx Corp, where he had broad responsibility over the management of drug development and manufacturing sites for complex drug delivery technologies, products, operational turn-arounds and business integration activities. Mr. Schwier began his career at Warner Lambert/Pfizer Company in 1987. Mr.

Schwieber earned a B.S. in Electrical Engineering from Rochester Institute of Technology and an M.S. in Technology Management from the New Jersey Institute of Technology.

OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



Michael Graves
Chief Executive Officer and Chairman of the Board

September 17, 2025

OUR AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 ARE AVAILABLE ONLINE AT [PROXYVOTE.COM](https://www.proxyvote.com) AND [INVESTOR.EAGLEUS.COM/EVENTS-PRESENTATIONS](https://investor.eagleus.com/events-presentations).