

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Moorin Jay</u> (Last) (First) (Middle) C/O PROQUEST INVESTMENTS, L.P. 2430 VANDERBILT BEACH ROAD, 108-190 (Street) NAPLES FL 34109 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/11/2014	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 <input checked="" type="checkbox"/> 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 <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
Common stock, \$0.001 par value	39,001	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Common Stock, \$0.001 par value	9,360	I	By ProQuest Management LLC ⁽²⁾

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	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(3)	(4)	Common Stock	1,927,986 ⁽⁵⁾	0.00	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Series B Convertible Preferred Stock	(3)	(4)	Common Stock	1,028,613 ⁽⁵⁾	0.00	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Series B-1 Convertible Preferred Stock	(3)	(4)	Common Stock	850,520 ⁽⁵⁾	0.00	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Series C Convertible Preferred Stock	(3)	(4)	Common Stock	569,538 ⁽⁵⁾	0.00	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Series C Warrants	(6)	(6)	Common Stock	98,368 ⁽⁵⁾	11.67	I	By ProQuest Investments IV, L.P. ⁽¹⁾
Series B-1 Convertible Preferred Stock	(3)	(4)	Common Stock	62,575 ⁽⁵⁾	0.00	I	By ProQuest Management LLC Plans ⁽⁷⁾
Series C Convertible Preferred Stock	(3)	(4)	Common Stock	9,359 ⁽⁵⁾	0.00	I	By ProQuest Management LLC Plans ⁽⁷⁾
Series C Warrants	(6)	(6)	Common Stock	1,614 ⁽⁵⁾	11.67	I	By ProQuest Management LLC Plans ⁽⁷⁾
Stock Option (right to buy)	(8)	03/06/2018	Common Stock	2,340	0.14	I	By ProQuest Management LLC ⁽²⁾
Stock Option (right to buy)	(9)	06/09/2019	Common Stock	2,340	0.63	I	By ProQuest Management LLC ⁽²⁾
Stock Option (right to buy)	(10)	03/06/2020	Common Stock	2,340	1.37	I	By ProQuest Management LLC ⁽²⁾

**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	Title	Amount or Number of Shares			
Stock Option (right to buy)	(11)	07/12/2021	Common Stock	2,340	1.37	I	By ProQuest Management LLC ⁽²⁾
Stock Option (right to buy)	(12)	07/12/2022	Common Stock	2,340	1.37	I	By ProQuest Management LLC ⁽²⁾
Stock Option (right to buy)	(13)	04/29/2023	Common Stock	2,340	0.69	D	

Explanation of Responses:

- The shares are owned by ProQuest Investments IV, L.P. ("Investments IV"), of which ProQuest Associates IV LLC ("Associates IV") is the general partner. The Reporting Person is a managing members of Associates IV. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
- The shares are owned by ProQuest Management LLC ("ProQuest Management"). The Reporting Person is a managing member of ProQuest Management. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
- 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.
- In accordance with their terms, the Series C Warrants (the "Warrants") will be net exercised immediately prior to closing of the Issuer's initial public offering into shares of common stock.
- The shares held in a ProQuest Management LLC Defined Benefit Pension Plan ("DBPP") FBO Jay Moorin and a ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and for the benefit of certain other individuals. The Reporting Person is a trustee of ProQuest Management LLC DBPP FBO Jay Moorin and the ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and for the benefit of certain other individuals. The Reporting Person disclaims beneficial ownership of such shares except for the shares held by ProQuest Management LLC DBPP FBO Jay Moorin and ProQuest Management LLC Salary Savings Plan FBO and otherwise except to the extent of his pecuniary interest therein.
- 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2009.
- 25% of the shares subject to the option vest in equal annual installments commencing on June 9, 2010.
- 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2011.
- 25% of the shares subject to the option vest in equal annual installments commencing on July 12, 2012.
- 25% of the shares subject to the option vest in equal annual installments commencing on June 12, 2013.
- 25% of the shares subject to the option vest in equal annual installments commencing on April 19, 2014.

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/Jay Moorin

JAY MOORIN