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

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**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Eagle Pharmaceuticals, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-8179278**

(I.R.S. Employer Identification No.)

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

(Address of principal executive offices) (Zip code)

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**Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan**  
(Full title of the plan)

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**Scott Tarriff  
President and Chief Executive Officer  
Eagle Pharmaceuticals, Inc.  
50 Tice Boulevard, Suite 315  
Woodcliff Lake, NJ 07677  
Tel: (201) 326-5300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Marc A. Recht  
Cooley LLP  
500 Boylston Street  
Boston, Massachusetts 02116  
(617) 937-2300**

**Brian Cahill  
Chief Financial Officer  
Eagle Pharmaceuticals, Inc.  
50 Tice Boulevard, Suite 315  
Woodcliff Lake, NJ 07677  
(201) 326-5300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering 3,203,555 shares of the Registrant's common stock, par value \$0.001 per share (the "**Common Stock**"), issuable to eligible persons under the Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated (the "**2014 EIP**"), which Common Stock is in addition to, and are of the same class as, the shares of Common Stock for which an original registration statement on Form S-8 (File No. 333-194056) was filed with the Securities and Exchange Commission (the "**Commission**") on February 21, 2014. Accordingly, the contents of the Registrant's registration statements on Form S-8 filed with the Commission on [February 21, 2014 \(File No. 333-194056\)](#), on [September 2, 2015 \(File No. 333-206729\)](#), on [September 16, 2016 \(File No. 333-213683\)](#), on [March 20, 2017 \(File No. 333-216839\)](#) and on [December 18, 2018 \(File No. 333-228876\)](#) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. These additional shares of Common Stock registered hereby have become reserved for issuance as a result of the operation of the "evergreen" provision in the 2014 EIP, which provides that the total number of shares subject to the 2014 EIP may be increased each year pursuant to a specified formula as set forth in the 2014 EIP.

## PART II

### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2014 EIP under Registration Statements on Form S-8 filed with the Commission on [February 21, 2014 \(File No. 333-194056\)](#), on [September 2, 2015 \(File No. 333-206729\)](#), on [September 16, 2016 \(File No. 333-213683\)](#), on [March 20, 2017 \(File No. 333-216839\)](#) and on [December 18, 2018 \(File No. 333-228876\)](#). Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements referenced above are incorporated herein by reference and made a part of this Registration Statement.

### ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation.</a>	<a href="#">S-1/A</a>	<a href="#">001-192984</a>	<a href="#">3.2</a>	<a href="#">January 28, 2014</a>
<a href="#">4.2</a>	<a href="#">Amended and Restated Bylaws.</a>	<a href="#">S-1/A</a>	<a href="#">001-192984</a>	<a href="#">3.4</a>	<a href="#">January 28, 2014</a>
<a href="#">4.3</a>	<a href="#">Form of Common Stock Certificate.</a>	<a href="#">S-1/A</a>	<a href="#">001-192984</a>	<a href="#">4.1</a>	<a href="#">January 28, 2014</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Cooley LLP.</a>				
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>				
<a href="#">23.2*</a>	<a href="#">Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.</a>				
<a href="#">23.3*</a>	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				

<u>24.1*</u>	<u>Power of Attorney (included on the signature page of this Form S-8).</u>				
	<u>Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated, and Form of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice thereunder.</u>	<u>8-K</u>	<u>001-36306</u>	<u>10.1</u>	<u>August 10, 2015</u>
<u>99.1</u>	<u>Additional Form of Stock Option Agreement for the 2014 Equity Incentive Plan.</u>	<u>8-K</u>	<u>001-36306</u>	<u>10.3</u>	<u>December 21, 2015</u>
<u>99.2</u>	<u>Form of Restricted Stock Unit Grant Package for the 2014 Equity Incentive Plan.</u>	<u>10-K</u>	<u>001-36306</u>	<u>10.31</u>	<u>February 26, 2018</u>
<u>99.3</u>	<u>Form of Performance Stock Unit Grant Package for the 2014 Equity Incentive Plan.</u>	<u>10-K</u>	<u>001-36306</u>	<u>10.29</u>	<u>March 4, 2021</u>
<u>99.4+</u>	<u>Form of Performance Stock Unit Grant Package for the 2014 Equity Incentive Plan.</u>	<u>10-K</u>	<u>001-36306</u>	<u>10.29</u>	<u>March 4, 2021</u>
<u>99.5+</u>	<u>Form of Performance Stock Unit Grant Package for the 2014 Equity Incentive Plan.</u>	<u>10-K</u>	<u>001-36306</u>	<u>10.30</u>	<u>March 4, 2021</u>
<u>107*</u>	<u>Exhibit Fee Table</u>				

\* Filed herewith.

+ Certain portions of the exhibit (indicated by asterisks) have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodcliff, New Jersey, on this 25th day of March, 2022.

### EAGLE PHARMACEUTICALS, INC.

By: /s/ Scott Tarriff

Name: Scott Tarriff

Title: President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott Tarriff and Brian Cahill, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Scott Tarriff</u> Scott Tarriff	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 25, 2022
<u>/s/ Brian Cahill</u> Brian Cahill	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 25, 2022
<u>/s/ Michael Graves</u> Michael Graves	Chair of the Board	March 25, 2022
<u>/s/ Steven Ratoff</u> Steven Ratoff	Director	March 25, 2022
<u>/s/ Jennifer K. Simpson</u> Jennifer K. Simpson, Ph.D.	Director	March 25, 2022
<u>/s/ Robert L. Glenning</u> Robert L. Glenning	Director	March 25, 2022
<u>/s/ Richard A. Edlin</u> Richard A. Edlin, J.D.	Director	March 25, 2022
<u>/s/ Luciana Borio</u> Luciana Borio, M.D.	Director	March 25, 2022

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Marc A. Recht  
T: (617) 937-2323  
mrecht@cooley.com

March 25, 2022

Eagle Pharmaceuticals, Inc.  
50 Tice Boulevard, Suite 315  
Woodcliff Lake, NJ 07677

Ladies and Gentlemen:

We have represented Eagle Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 3,203,555 shares of the Company's Common Stock, \$0.001 par value per share (the "**Shares**") reserved for issuance pursuant to the Company's 2014 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (c) the Plan, and originals, or copies certified to our satisfaction, of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and non-assessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

500 BOYLSTON STREET, BOSTON, MA 02116-3736 T: (617) 937-2300 F: (617) 937-2400 WWW.COOLEY.COM

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Eagle Pharmaceuticals, Inc.  
March 25, 2022  
Page Two

Sincerely,

Cooley LLP

By: /s/ Marc A. Recht  
Marc A. Recht, Partner

500 BOYLSTON STREET, BOSTON, MA 02116-3736 T: (617) 937-2300 F: (617) 937-2400 WWW.COOLEY.COM

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2014 Equity Incentive Plan of Eagle Pharmaceuticals, Inc. of our reports dated March 7, 2022, with respect to the consolidated financial statements of Eagle Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Eagle Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Stamford, Connecticut  
March 25, 2022

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Consent of Independent Registered Public Accounting Firm

Eagle Pharmaceuticals, Inc.  
Woodcliff Lake, New Jersey

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 7, 2020, relating to the consolidated financial statements of Eagle Pharmaceuticals, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP  
Woodbridge, New Jersey

March 25, 2022

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## CALCULATION OF FILING FEE TABLES

## Form S-8

## Eagle Pharmaceuticals, Inc.

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, reserved for issuance pursuant to the Registrant's 2014 Equity Incentive Plan	Other <sup>(2)</sup>	3,203,555 <sup>(3)</sup>	\$ 47.62 <sup>(2)</sup>	\$ 152,553,289.10	\$92.70 per \$1,000,000	\$ 14,141.69
		Total Offering Amounts			152,553,289.10		\$ 14,141.69
		Total Fee Offsets					N/A
		Net Fee Due					\$ 14,141.69

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.001 (“**Common Stock**”) that become issuable under the Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated (the “**2014 EIP**”), or the Eagle Pharmaceuticals, Inc. 2014 Employee Stock Purchase Plan (the “**2014 ESPP**”) by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon \$47.62, which is the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Stock Market on March 23, 2022.
- (3) Represents the aggregate number of shares of Common Stock that were automatically added to the shares authorized for issuance under the 2014 EIP pursuant to an “evergreen” provision contained therein on each of January 1, 2022, 2021, 2020 and 2019. Pursuant to such provision, the number of shares of Common Stock reserved for issuance under the 2014 EIP automatically increases on January 1st of each fiscal year, starting on January 1, 2016 and ending on and including January 1, 2024, in an amount equal to 6.0% of the total number of shares of the Registrant’s Common Stock outstanding on December 31<sup>st</sup> of the preceding fiscal year or a lesser number of shares determined by the Registrant’s board of directors (or authorized committee thereof).