

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>ProQuest Associates IV LLC</u> (Last) (First) (Middle) 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.</u> [EGRX] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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) Form filed by One Reporting Person <input checked="" 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⁾

1. Name and Address of Reporting Person*

[ProQuest Associates IV LLC](#)

(Last) (First) (Middle)

2430 VANDERBILT BEACH ROAD, 108-190

(Street)

NAPLES FL 34109

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ProQuest Investments IV, L.P.](#)

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1. Name and Address of Reporting Person*

[ProQuest Management LLC](#)

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(Street)

NAPLES FL 34109

(City) (State) (Zip)

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. Jay Moorin and Alain Schreiber are managing members of Associates IV. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.
- The shares are owned by ProQuest Management LLC ("ProQuest Management"). Jay Moorin and Alain Schreiber are managing members of ProQuest Management. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's 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 are 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. Jay Moorin and Alain Schreiber are trustees of the 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. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.
- 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.

Remarks:

[ProQuest Associates IV, LLC](#)
[/s/ Pasquale DeAngelis,](#)
[Managing Member ProQuest](#)
[Investments IV, L.P. its General](#)
[Partner /s/ Pasquale DeAngelis, 02/11/2014](#)
[Managing Member ProQuest](#)
[Management LLC /s/ Pasquale](#)
[DeAngelis, Administrative](#)
[Partner](#)

Pasquale DeAngelis, Managing 02/11/2014
Member

Pasquale DeAngelis, 02/11/2014
Administrative Partner

** 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.