

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Issuer Name and Ticker or Trading Symbol <u>EAGLE PHARMACEUTICALS, INC. [EGRX]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	02/18/2014		C		1,927,986	A	(1)	1,966,987	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		C		1,028,613	A	(1)	2,995,600	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		C		850,520	A	(1)	3,846,120	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		C		569,538	A	(1)	4,415,658	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		X		21,837	A	(3)	4,437,495	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		P		333,333	A	\$15	4,770,828	I	By ProQuest Investments IV, L.P. ⁽²⁾
Common Stock, \$0.001 par value	02/18/2014		C		62,575	A	(1)	62,575	I	By ProQuest Management LLC Plans ⁽⁴⁾
Common Stock, \$0.001 par value	02/18/2014		C		9,359	A	(1)	71,934	I	By ProQuest Management LLC Plans ⁽⁴⁾
Common Stock, \$0.001 par value	02/18/2014		X		357	A	(3)	72,291	I	By ProQuest Management LLC Plans ⁽⁴⁾
Common Stock, \$0.001 par value								9,360	I	By ProQuest Management LLC ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	02/18/2014		C			1,927,986 ⁽⁶⁾	(1)	(7)	Common Stock	1,927,986 ⁽⁶⁾	(1)	0	I	By ProQuest Investments IV, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	02/18/2014		C			1,028,613 ⁽⁶⁾	(1)	(7)	Common Stock	1,028,613 ⁽⁶⁾	(1)	0	I	By ProQuest Investments IV, L.P. ⁽²⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B-1 Convertible Preferred Stock	(1)	02/18/2014		C			850,520 ⁽⁶⁾	(1)	(7)	Common Stock	850,520 ⁽⁶⁾	(1)	0	I	By ProQuest Investments IV, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(1)	02/18/2014		C			569,538 ⁽⁶⁾	(1)	(7)	Common Stock	569,538 ⁽⁶⁾	(1)	0	I	By ProQuest Investments IV, L.P. ⁽²⁾
Series C Warrants	(3)	02/18/2014		X			98,368 ⁽⁸⁾	(3)	(3)	Common Stock	98,368 ⁽³⁾	(3)	0	I	By ProQuest Investments IV, L.P. ⁽²⁾
Series B-1 Convertible Preferred Stock	(1)	02/18/2014		C			62,575 ⁽⁶⁾	(1)	(7)	Common Stock	62,575 ⁽⁶⁾	(1)	0	I	By ProQuest Management LLC Plans ⁽⁴⁾
Series C Convertible Preferred Stock	(1)	02/18/2014		C			9,359 ⁽⁶⁾	(1)	(7)	Common Stock	9,359 ⁽⁶⁾	(1)	0	I	By ProQuest Management LLC Plans ⁽⁴⁾
Series C Warrants	(3)	02/18/2014		X			1,614 ⁽³⁾	(3)	(3)	Common Stock	1,614 ⁽³⁾	(3)	0	I	By ProQuest Management LLC Plans ⁽⁴⁾

Explanation of Responses:

- Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series C Convertible Preferred stock automatically converted into one share of the Issuer's Common Stock on a 6.41-for-1 basis immediately prior to the consummation of the Issuer's initial public offering.
- 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. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
- In accordance with their terms, the Series C Warrants (the "Warrants") were net exercised at an exercise price of \$11.67 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. The Reporting Person is a trustee 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. The Reporting Person disclaims beneficial ownership of such securities except for the securities held by ProQuest Management LLC DBPP FBO Jay Moorin and ProQuest Management LLC Salary Savings Plan FBO Jay Moorin and otherwise 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.
- 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.
- The expiration date is not relevant to the conversion of these securities.
- In accordance with their terms, the Series C Warrants (the "Warrants") were net exercised immediately prior to consummation of the Issuer's initial public offering into shares of Common Stock on a 6.41-for-1 basis.

Remarks:

/s/ Scott Tarriff, Attorney-in-Fact 02/20/2014

** 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 4 (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.

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