

EAGLE PHARMACEUTICALS, INC.

Form 4

November 09, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ProQuest Investments IV, L.P.

2. Issuer Name and Ticker or Trading Symbol
EAGLE PHARMACEUTICALS, INC. [EGRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

, 2430 VANDERBILT BEACH ROAD, #108 - 190

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NAPLES, FL 34109

(City) (State) (Zip)

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 | 11/07/2016 | | | S | 5,030 | D | \$ 75.39 (3) | 4,126,087 (4) | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 par value | 11/09/2016 | | | S | 1,380 | D | \$ 75.7 (5) | 4,124,707 | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 | 11/09/2016 | | | S | 11,690 | D | \$ 76.49 (6) | 4,113,017 | I | By ProQuest Investments IV, L.P. (1) |

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| | | | | | | | | |
|--------------------------------------|------------|---|---------|---|---------------------|-----------|---|--------------------------------------------|
| Common Stock \$0.001 par value | 11/09/2016 | S | 9,030 | D | \$ 77.13 (7) | 4,103,987 | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 par value | 11/09/2016 | S | 4,200 | D | \$ 78.23 (8) | 4,099,787 | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 par value | 11/09/2016 | S | 19,581 | D | \$ 79.24 (9) | 4,080,206 | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 par value | 11/09/2016 | S | 102,919 | D | \$ 80.09 (10) | 3,977,287 | I | By ProQuest Investments IV, L.P. (1) |
| Common Stock \$0.001 par value | | | | | | 7,977 | I | By ProQuest Financial LLC (2) |
| Common Stock \$0.001 par value | | | | | | 27,474 | I | By Jay Moorin through IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ProQuest Investments IV, L.P. 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| ProQuest Financial LLC 2430 VANDERBILT BEACH ROAD, #108-190 NAPLES, FL 34109 | | X | | |
| ProQuest Associates IV LLC 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| Moorin Jay C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| SCHREIBER ALAIN C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |

Signatures

/s/ Pasquale
DeAngelis

11/09/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) The shares are held by ProQuest Investments IV, L.P. ("Investments IV"), which ProQuest Financial LLC ("ProQuest Financial") manages. Jay Moorin and Alain Schreiber are managing members of ProQuest Financial and each of them disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
 - (2) Jay Moorin and Alain Schreiber are managing members of ProQuest Financial and each of them disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities.
 - (3) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$75.00 to \$76.00. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
 - (4) This number shows a corrected balance reflecting a decrease of 50,329 shares, due to administrative error.
 - (5) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$75.27 to \$75.95. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.

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- (6) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$76.00 to \$76.99. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
- (7) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$77.00 to \$77.92. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
- (8) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$78.00 to \$78.62. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
- (9) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$79.00 to \$79.90. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
- (10) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$80.00 to \$80.82. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.

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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