

EAGLE PHARMACEUTICALS, INC.

Form 3

February 11, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â SCHREIBER ALAIN

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/11/2014

3. Issuer Name **and** Ticker or Trading Symbol

EAGLE PHARMACEUTICALS, INC. [EGRX]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

C/O PROQUEST

INVESTMENTS, L.P.,Â 2430

VANDERBILT BEACH ROAD,

108-190

(Street)

NAPLES,Â FLÂ 34109

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 of Derivative Security: 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	Â (3)	Â (4)	Common Stock	1,927,986 (5)	\$ 0	I	By ProQuest Investments IV, L.P. (1)
Series B Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	1,028,613 (5)	\$ 0	I	By ProQuest Investments IV, L.P. (1)
Series B-1 Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	850,520 (5)	\$ 0	I	By ProQuest Investments IV, L.P. (1)
Series C Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	569,538 (5)	\$ 0	I	By ProQuest Investments IV, L.P. (1)
Series C Warrants	Â (6)	Â (6)	Common Stock	98,368 (5)	\$ 11.67	I	By ProQuest Investments IV, L.P. (1)
Series B-1 Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	62,575 (5)	\$ 0	I	By Project Management LLC Plans (7)
Series C Convertible Preferred Stock	Â (3)	Â (4)	Common Stock	9,359 (5)	\$ 0	I	By Project Management LLC Plans (7)
Series C Warrants	Â (6)	Â (6)	Common Stock	1,614 (5)	\$ 11.67	I	By Project Management LLC Plans (7)
Stock Option (right to buy)	Â (8)	03/06/2018	Common Stock	2,340	\$ 0.14	I	By ProQuest Management LLC (2)
Stock Option (right to buy)	Â (9)	06/09/2019	Common Stock	2,340	\$ 0.63	I	By ProQuest Management LLC (2)
Stock Option (right to buy)	Â (10)	03/06/2020	Common Stock	2,340	\$ 1.37	I	By ProQuest Management LLC (2)
Stock Option (right to buy)	Â (11)	07/12/2021	Common Stock	2,340	\$ 1.37	I	By ProQuest Management LLC (2)
	Â (12)	07/12/2022		2,340	\$ 1.37	I	

Stock Option (right to
buy)Common
StockBy ProQuest
Management LLC
(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHREIBER ALAIN C/O PROQUEST INVESTMENTS, L.P. 2430 VANDERBILT BEACH ROAD, 108-190 NAPLES, FL 34109	X	X	X	X

Signatures

/s/ Alain
Schreiber

02/11/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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.
- (2) 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.
- (3) 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 the Issuer's common stock immediately prior to the completion of Issuer's initial public offering.
- (4) The expiration date is not relevant to the conversion of these securities.
- (5) 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.
- (6) 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.
- (7) 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 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 to the extent of each his pecuniary interest in such securities.
- (8) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2009.
- (9) 25% of the shares subject to the option vest in equal annual installments commencing on June 9, 2010.
- (10) 25% of the shares subject to the option vest in equal annual installments commencing on March 6, 2011.
- (11) 25% of the shares subject to the option vest in equal annual installments commencing on July 12, 2012.
- (12) 25% of the shares subject to the option vest in equal annual installments commencing on June 12, 2013.

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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