

EAGLE PHARMACEUTICALS, INC.

Form SC 13G/A

February 12, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Eagle Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

269796108

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons
Scott Tarriff

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization
Mr. Tarriff is a citizen of the United States.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

5. Sole Voting Power
1,574,177(1)

6. Shared Voting Power
176,361(2)

7. Sole Dispositive Power
1,574,177(1)

8. Shared Dispositive Power
176,361(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,750,538(3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row 9
11.0%(4)

12. Type of Reporting Person (See Instructions)
IN

(1) Includes 330,047 shares subject to options exercisable within 60 days of February 12, 2016.

(2) Includes 176,361 shares held by Janney Montgomery Scott LLC CUST FBO Scott Tarriff IRA (the Trust). Mr. Tarriff is a trustee of the Trust and, as such, may be deemed to share voting and dispositive power with respect to all shares held by the Trust.

(3) Includes 330,047 shares subject to options exercisable within 60 days of February 12, 2016 and 176,361 shares held by the Trust.

(4) The beneficial ownership percentage is based upon 15,589,844 shares of common stock, par value \$0.001 (Common Shares), of Eagle Pharmaceuticals, Inc., a Delaware corporation (the Company), deemed issued and outstanding as of November 10, 2015, based on information reported by the Company in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 12, 2015.

Item 1(a). Name of Issuer:
Eagle Pharmaceuticals, Inc. (the Company)
Item 1(b). Address of Issuer's Principal Executive Offices:
50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

Item 2(a). Name of Person Filing:
Scott Tarriff

Item 2(b). Address of Principal Business Office or, if none, Residence:
The address for the principal business office of Scott Tarriff is:

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

Item 2(c). Citizenship:
United States

Item 2(d). Title of Class of Securities:
Common Stock, par value \$0.001

Item 2(e). CUSIP Number:
269796108

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o); |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/> | A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); |
| | | Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with |
| (k) | <input type="radio"/> | § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____ |

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,750,538(5)

(b) Percent of class:

11.0%(6)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1,574,177(7)

(ii) Shared power to vote or to direct the vote:

176,361(8)

(iii) Sole power to dispose or to direct the disposition of :

1,574,177(7)

(iv) Shared power to dispose or to direct the disposition of:

176,361(8)

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

(5) Includes 330,047 shares subject to options exercisable within 60 days of February 12, 2016 and 176,361 shares held by Janney Montgomery Scott LLC CUST FBO Scott Tarriff IRA (the Trust). Mr. Tarriff is a trustee of the Trust and, as such, may be deemed to share voting and dispositive power with respect to all shares held by the Trust.

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(7) Includes 330,047 shares subject to options exercisable within 60 days of February 12, 2016.

(8) Includes 176,361 shares held by the Trust.

Certification

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2016
Date

/s/ Scott Tarriff
Scott Tarriff

ATTENTION:
Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)