

Pernock David
Form 4
January 25, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pernock David

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)
EAGLE PHARMACEUTICALS,
INC., 50 TICE BLVD., SUITE 315
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Pres. & Chief Comm. Officer

WOODCLIFF LAKE, NJ 07677

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

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

(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/07/2019		F ⁽¹⁾	858	D	\$ 41.33	10,108 D
Common Stock	01/23/2019		A	20,900 ⁽²⁾	A	⁽³⁾	31,008 D

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.4	01/23/2019		A	46,600	<u>(4)</u> 01/23/2029	Common Stock 46,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pernock David EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677	Pres. & Chief Comm. Officer

Signatures

/s/ Scott Tarriff,
Attorney-in-Fact 01/25/2019

__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) Represents shares withheld to satisfy withholding tax obligations.
- Represents restricted stock units ("RSUs"). The RSUs vest over a period of four years, with 25% of the RSUs vesting on each of the one, two, three and four-year anniversaries of January 23, 2019, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The option vests over a period of four years, with 25% of the shares underlying the option vesting on January 23, 2020, the first anniversary of the date of grant, and the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.