

EAGLE PHARMACEUTICALS, INC.  
Form SC 13D/A  
January 06, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**Eagle Pharmaceuticals, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**269796 108**

(CUSIP Number)

**Pasquale DeAngelis**

**ProQuest Associates IV LLC**

**2430 Vanderbilt Beach Road, 108-190**

**Naples, FL 34109**

**(609) 919-3567**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**January 4, 2017**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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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Name of  
Reporting  
Persons

1.

ProQuest  
Investments IV,  
L.P. ("ProQuest")  
Check (a)   
the  
Appropriate  
Box if

2.

a  
Member  (1)  
of a  
Group  
(See  
Instructions)  
SEC Use Only

3.

Source of Funds  
(See Instructions)

4.

WC  
Check if  
Disclosure  
of Legal  
Proceedings

5.

Is   
Required  
Pursuant to  
Items 2(d)  
or 2(e)

6.

Citizenship or  
Place of

Organization

Delaware

Sole Voting  
Power

7.

Number of  
Shares 8. 0  
Shared  
Voting  
Power

Beneficially

Owned by Each 9. 3,879,287  
Sole  
Dispositive  
Power

Reporting

Person With 10. 0  
Shared  
Dispositive  
Power

11. 3,879,287  
Aggregate  
Amount  
Beneficially  
Owned by Each  
Reporting Person

12. 3,879,287  
Check if  
the  
Aggregate  
Amount in  
Row (11)  
Excludes <sup>o</sup>  
Certain  
Shares  
(See  
Instructions)

	Percent of Class Represented by Amount in Row
13.	11
	25.1%(2)
	Type of Reporting Person (See Instructions)
14.	
	PN

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(1) This schedule is filed by ProQuest Investments IV, L.P. (“ProQuest”), ProQuest Associates IV, LLC (“PQA IV”), ProQuest Financial LLC (“PQF”), and Jay Moorin and Alain Schreiber (Messrs. Moorin and Schreiber referred herein collectively as the “Listed Persons”). PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of  
Reporting Persons

1. ProQuest  
Associates IV  
LLC ("PQA IV")  
Check (a)   
the  
Appropriate  
Box if  
a  
2. Member  (b)  x(1)  
of a  
Group  
(See  
Instructions)  
SEC Use Only

3. Source of Funds  
(See Instructions)

4. AF  
Check if  
Disclosure  
of Legal  
Proceedings  
5. Is Required   
Pursuant to  
Items 2(d)  
or 2(e)
6. Citizenship or  
Place of  
Organization

Delaware  
Sole Voting  
Power

7.

Number of  
Shares 8.  
0  
Shared  
Voting  
Power

Beneficially  
Owned by  
Each 9.  
3,879,287(2)  
Sole  
Dispositive  
Power

Reporting

Person With 0  
Shared  
Dispositive  
Power  
10.

11. 3,879,287(2)  
Aggregate  
Amount  
Beneficially  
Owned by Each  
Reporting Person

12. 3,879,287(2)  
Check if  
the  
Aggregate  
Amount in  
Row (11)

13. Excludes  
Certain  
Shares (See  
Instructions)  
Percent of Class  
Represented by  
Amount in Row  
11

25.1%(3)  
Type of Reporting  
Person (See  
Instructions)

14.

OO

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(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 3,879,287 shares owned by ProQuest.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.



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Name of  
Reporting  
Persons

1.

ProQuest  
Financial LLC  
("PQF")  
Check (a)   
the  
Appropriate  
Box if

2.

a  
Member  (1)  
of a  
Group  
(See  
Instructions)  
SEC Use Only

3.

Source of Funds  
(See Instructions)

4.

WC  
Check if  
Disclosure  
of Legal  
Proceedings

5.

Is   
Required  
Pursuant to  
Items 2(d)  
or 2(e)

6.

Citizenship or  
Place of  
Organization

	United States	
	Sole Voting	
	Power	
	7.	
	0	
	Shared	
Number of	Voting	
Shares	Power	
	8.	
	Beneficially	
	Owned by	91,857(2)
	Each	Sole
	Reporting	Dispositive
		Power
		9.
	Person With	0
		Shared
		Dispositive
		Power
		10.
		91,857(2)
	Aggregate	
	Amount	
	Beneficially	
	Owned by Each	
11.	Reporting Person	
		91,857(2)
	Check if	
	the	
	Aggregate	
	Amount in	
	Row (11)	
12.	Excludes <input type="checkbox"/>	
	Certain	
	Shares	
	(See	
	Instructions)	
13.	Percent of Class	
	Represented by	

Amount in Row

11

0.6% (3)

Type of  
Reporting Person  
(See Instructions)

14.

OO

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(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 7,677 shares and currently exercisable options to purchase 84,180 shares of Common Stock.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of  
Reporting Persons

1.

Jay Moorin  
("Moorin")  
Check (a)   
the  
Appropriate  
Box if

2.

a  
Member  (b) x(1)  
of a  
Group  
(See  
Instructions)  
SEC Use Only

3.

Source of Funds  
(See Instructions)

4.

AF  
Check if  
Disclosure  
of Legal  
Proceedings  
Is Required   
Pursuant to  
Items 2(d)  
or 2(e)

5.

6.

Citizenship or  
Place of  
Organization

United States  
Sole Voting  
Power

7.

Number of  
Shares 8.  
0  
Shared  
Voting  
Power

Beneficially  
Owned by 3,997,318(2)  
Each Sole  
Dispositive  
Power 9.

Reporting

Person With 0  
Shared  
Dispositive  
Power 10.

11. 3,997,318(2)  
Aggregate  
Amount  
Beneficially  
Owned by Each  
Reporting Person

12. 3,997,318(2)  
Check if  
the  
Aggregate  
Amount in  
Row (11)   
Excludes  
Certain  
Shares (See  
Instructions)

13. Percent of Class  
Represented by  
Amount in Row  
11

25.8%(3)  
Type of Reporting  
Person (See  
Instructions)

14.

IN

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(2) Consists of 3,879,287 shares owned by ProQuest, 7,677 shares owned by PQF, 26,174 shares owned by Moorin through an IRA and currently exercisable options to purchase 84,180 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of  
Reporting  
Persons

1.

Alain Schreiber  
("Schreiber")  
Check (a)   
the  
Appropriate  
Box if

2.

a  
Member  (1)  
of a  
Group  
(See  
Instructions)  
SEC Use Only

3.

Source of Funds  
(See Instructions)

4.

AF  
Check if  
Disclosure  
of Legal  
Proceedings

5.

Is   
Required  
Pursuant to  
Items 2(d)  
or 2(e)

6.

Citizenship or  
Place of  
Organization

	United States	
	Sole Voting	
	Power	
	7.	
	0	
	Shared	
	Voting	
Number of	Power	
Shares	8.	
Beneficially	3,971,144	
	(2)	
Owned by	Sole	
	Dispositive	
Each	Power	
	9.	
Reporting		
Person With	0	
	Shared	
	Dispositive	
	Power	
	10.	
	3,971,144	
	(2)	
	Aggregate	
	Amount	
	Beneficially	
	Owned by Each	
11.	Reporting Person	
	3,971,144 (2)	
	Check if	
	the	
	Aggregate	
	Amount in	
	Row (11)	
12.	Excludes <sup>o</sup>	
	Certain	
	Shares	
	(See	
	Instructions)	



Percent of Class  
Represented by  
Amount in Row  
13. 11

25.6%(3)  
Type of  
Reporting Person  
(See Instructions)  
14.

IN

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(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 3,879,287 shares owned by ProQuest, 7,677 shares owned by PQF and currently exercisable options to purchase 84,180 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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## **EXPLANATORY NOTE**

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the “Amendment No. 3”) amends the Schedule 13D filed on February 21, 2014 and amended on August 19, 2016 and September 23, 2016 (and as amended by this Amendment No. 3, the “Schedule 13D”), on behalf of the Reporting Persons named in Item 2(a) thereof and ProQuest Financial LLC. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. All capitalized terms not otherwise defined in this Amendment No. 3 shall have the meanings attributed to such terms in the Schedule 13D.

### **Item 5. Interest in Securities of the Issuer.**

Item 5(b) of the Schedule 13D is hereby amended and restated as follows:

(b)

(1) The percentage is calculated based upon 15,435,728 shares of Common Stock outstanding as of November 4, 2016 as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

(2) PQA IV is the general partner of ProQuest.

(3) The Listed Persons are the managing directors of ProQuest and PQF. Of the total shares reported on this Schedule 13D, 3,879,287 are shares held by ProQuest, 7,677 are shares held by PQF, 26,174 are shares held by Moorin through an IRA and 84,180 are shares subject to currently exercisable options held by PQF. Each Reporting Person disclaims beneficial ownership with respect to these shares except to the extent of his pecuniary interest therein.

(4) The Listed Persons resigned from the Board of Directors of the Issuer on June 29, 2016.

Item 5(c) of the Schedule 13D is hereby amended add the following:

(c) Except as set forth below with respect to shares of Common Stock sold on the open market in the ordinary course of business, there have been no transaction in the securities of the Issuer by any of the Reporting Persons during the past sixty (60) days:

<b>Date</b>	<b>Reporting Person</b>	<b>Amount Disposed</b>	<b>Price</b>	<b>Price Range for weighted average prices</b>
11/07/16	ProQuest	5,030	\$75.39*	\$75.00 - \$76.00
11/09/16	ProQuest	1,380	\$75.70*	\$75.27 - \$75.95
11/09/16	ProQuest	11,690	\$76.49*	\$76.00 - \$76.99
11/09/16	ProQuest	9,030	\$77.13*	\$77.00 - \$77.92
11/09/16	ProQuest	4,200	\$78.23*	\$78.00 - \$78.62
11/09/16	ProQuest	19,581	\$79.24*	\$79.00 - \$79.90

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11/09/16	ProQuest	102,919	\$80.09*	\$80.00 - \$80.82
11/10/16	ProQuest	15,368	\$85.10*	\$85.00 - \$85.82
11/10/16	ProQuest	167	\$86.00	n/a
11/10/16	ProQuest	100	\$86.06	n/a
11/10/16	ProQuest	1,700	\$87.05*	\$87.03 - \$87.09
11/10/16	PQF	300	\$85.00	n/a
11/10/16	Moorin	1,300	\$85.00	n/a
11/11/16	ProQuest	15,551	\$85.00*	\$85.00 - \$85.10
1/04/16	ProQuest	65,114	\$85.16*	\$85.00 - \$85.92

\*Constitutes the weighted average purchase price for multiple transactions. 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.



