

EAGLE PHARMACEUTICALS, INC.
 Form 4
 February 02, 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 *
 Tarriff Scott

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Last) (First) (Middle)
 C/O EAGLE PHARMACEUTICALS, INC., 50 TICE BLVD., SUITE 315
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2016

WOODCLIFF LAKE, NJ 07677
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code V	Amount or Price (A) or (D)		
Common Stock	02/01/2016		S ⁽¹⁾		5,367 D 66.03	1,433,484	D
					\$ (2)		
Common Stock	02/01/2016		S ⁽¹⁾		3,600 D 67.46	1,429,884	D
					\$ (3)		
Common Stock	02/01/2016		S ⁽¹⁾		5,260 D 68.52	1,424,624	D
					\$ (4)		

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Common Stock	02/01/2016	S ⁽¹⁾	2,431	D	\$ 69.95 (5)	1,422,193	D
Common Stock	02/01/2016	S ⁽¹⁾	1,702	D	\$ 71.84 (6)	1,420,491	D

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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarriff Scott C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677	X		President and CEO	

Signatures

/s/ David E. Riggs,
Attorney-in-Fact
02/02/2016

**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) These shares were sold pursuant to a Rule 10b5-1 trading plan dated as of June 19, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$65.80 to \$66.48, inclusive. The reporting person undertakes to provide to Eagle Pharmaceuticals, Inc., any security holder of Eagle Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) and in footnotes (3)-(6).

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$67.11 to \$68.04, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.11 to \$69.09, inclusive

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$69.25 to \$70.16, inclusive

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$71.67 to \$72.20, inclusive

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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