

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 30, 2018**

Eagle Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36306

(Commission File Number)

20-8179278

(IRS Employer Identification No.)

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ

(Address of principal executive offices)

07677

(Zip Code)

Registrant's telephone number, including area code: **(201) 326-5300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On October 30, 2018, Eagle Pharmaceuticals, Inc., or the Company, issued a press release announcing the Company's preliminary estimated revenue, preliminary estimated net income, preliminary Adjusted Non-GAAP net income, preliminary estimated earnings per share, and preliminary Adjusted Non-GAAP earnings per share for the three-month period ended September 30, 2018. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The press release also contains a table reconciling Adjusted Non-GAAP net income and earnings per share to the most comparable U.S. GAAP figure for the three-month period ended September 30, 2018.

The financial results included in the press release are unaudited and preliminary estimates that (i) represent the most current information available to management as of the date of this Current Report on Form 8-K, (ii) are subject to completion of financial closing and procedures that could result in significant changes to the estimated amounts, and (iii) do not present all information necessary for an understanding of the Company's financial condition as of, and its results of operations for the quarter ended, September 30, 2018. Accordingly, undue reliance should not be placed on such preliminary estimates.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 2.02, and Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any of the Company's filings under the Exchange Act or the Securities Act of 1933, as amended, whether made before or after the date hereof, regardless of any incorporation language in such a filing, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.***Share Repurchase Program***

The press release also announced that the Company's Board of Directors, or the Board, approved a new share repurchase program providing for the repurchase of up to \$150 million of the Company's outstanding common stock, consisting of (i) up to \$50 million in repurchases pursuant to an accelerated share repurchase agreement, or the ASR, with JPMorgan Chase Bank, National Association, or JPMorgan, and (ii) up to \$100 million in additional repurchases, or the Additional Repurchases. We collectively refer to the ASR and the Additional Repurchases as the Share Repurchase Program. In connection with its approval of the Share Repurchase Program, the Board terminated the Company's existing share repurchase programs, which were announced on August 9, 2016 and August 9, 2017.

Under the Share Repurchase Program, the Company is authorized to repurchase shares through open market purchases, privately-negotiated transactions, accelerated share repurchases or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The Additional Repurchases have no time limit and may be suspended or discontinued completely at any time. The specific timing and amount of repurchases will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases will be made using the Company's cash resources.

Accelerated Share Repurchase

In connection with the Share Repurchase Program, on October 30, 2018, the Company entered into the ASR with JPMorgan to repurchase an aggregate of \$50 million of the Company's common stock.

Under the terms of the ASR, the Company will pay \$50 million to JP Morgan on November 1, 2018, and receive 702,988 shares, representing approximately 80% of the notional amount of the ASR, based on the closing price of \$56.90 on October 29, 2018. Upon settlement of the ASR, the final number of shares repurchased will be trueed up based on the average of the daily volume weighted average share prices of the Company's common stock, less a discount, during the term of the ASR. The Company expects the ASR to be completed in the fourth quarter of 2018. As of September 30, 2018, the Company had 14.9 million shares of common stock outstanding.

The Company intends to use existing cash to fund the ASR. As of September 30, 2018, cash and cash equivalents were \$91.2 million, accounts receivable was approximately \$79 million, and debt was \$45 million.

Non-GAAP Financial Performance Measures

In addition to financial information prepared in accordance with U.S. GAAP, this Current Report on Form 8-K also contains adjusted non-GAAP net income and adjusted non-GAAP earnings per share attributable to the Company. The Company

believes these measures provide investors and management with supplemental information relating to operating performance and trends that facilitate comparisons between periods and with respect to projected information.

Adjusted non-GAAP net income excludes share-based compensation expense, depreciation, amortization of acquired intangible assets, changes in contingent purchase price, severance, non-cash interest expense, restructuring and tax adjustments. The Company believes these non-GAAP financial measures help indicate underlying trends in the Company's business and are important in comparing current results with prior period results and understanding projected operating performance. Non-GAAP financial measures provide the Company and its investors with an indication of the Company's baseline performance before items that are considered by the Company not to be reflective of the Company's ongoing results. The press release contains a Reconciliation of GAAP to Adjusted Non-GAAP net income and Adjusted Non-GAAP earnings per share or explanations of the amounts excluded and included to arrive at Adjusted net income and Adjusted earnings per share amounts, for the three-month periods ended September 30, 2018.

These adjusted measures are non-GAAP and should be considered in addition to, but not as a substitute for, the information prepared in accordance with U.S. GAAP. The Company strongly encourages investors to review its consolidated financial statements and publicly-filed reports in their entirety and cautions investors that the non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures.

Forward Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. All forward-looking statements included in this report, including, without limitation, the Company's preliminary estimated revenue, preliminary estimated net income, preliminary Adjusted Non-GAAP net income, and preliminary Adjusted Non-GAAP Earnings per Share as of September 30, 2018 and the Company's plans to finance and consummate the Share Repurchase Program, including the ASR, are based upon information available to the Company as of the date of this report, which may change, and the Company assumes no obligation to update any such forward-looking statements. Although the Company's forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by the Company. These statements are not guarantees of future performance and actual results could differ materially from the Company's current expectations. As a result, you are cautioned not to rely on these forward-looking statements. Factors that could cause or contribute to such differences include the risks and uncertainties discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the U.S. Securities and Exchange Commission, or the SEC, on February 26, 2018 and its other filings with the SEC, as well as the possibility that the Company may not be able to consummate the Share Repurchase Program, and the Share Repurchase Program may not be successful in attaining its intended result. The Company assumes no obligation and does not intend to update the forward-looking statements provided, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 30, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Eagle Pharmaceuticals, Inc.

Dated: October 30, 2018

By: /s/ Scott Tarriff
Scott Tarriff
Chief Executive Officer

**For Immediate Release****Eagle Pharmaceuticals Commences \$50 Million Accelerated Share Repurchase as Part of New \$150 Million Share Repurchase Authorization**

— Q3 2018 preliminary EPS is expected to be \$0.94 per basic and \$0.91 per diluted share —

— Q3 2018 preliminary Adjusted Non-GAAP EPS is expected to be \$1.22 per basic and \$1.18 per diluted share —

WOODCLIFF LAKE, NJ—October 30, 2018 — Eagle Pharmaceuticals, Inc. (Nasdaq: EGRX) (“Eagle” or the “Company”) today provided preliminary financial results and announced that its Board of Directors has approved a new stock repurchase program providing for the repurchase of up to an aggregate of \$150 million of Eagle’s common stock, consisting of (i) up to \$50 million in repurchases pursuant to an accelerated share repurchase (“ASR”) transaction with JPMorgan Chase Bank, National Association (“JP Morgan”) and (ii) up to \$100 million in additional repurchases. This reflects the Company’s conviction in its business strategy.

The specific number of shares to be repurchased is based on the average of the daily volume weighted average share prices of the Company’s common stock, less a discount, during the term of the accelerated share repurchase program.

“Based upon our long-term earnings projections and value of our pipeline, Eagle has decided to execute a \$50 million ASR. At yesterday’s closing price, this would represent approximately 6% of the Company’s outstanding shares. Upon completion of this share repurchase, Eagle will have bought back a total of approximately \$154 million of its stock since its IPO in 2014,” stated Scott Tarriff, Chief Executive Officer of Eagle Pharmaceuticals.

“We believe this is a good use of our cash to benefit shareholders and remain committed to expanding our products and pipeline over the long-term. The stock repurchase reflects the commitment of the Board and management to enhance shareholder return,” added Tarriff.

Under the terms of the agreement, Eagle will pay \$50 million to JP Morgan on November 1, 2018, and receive 702,988 shares, representing approximately 80% of the notional amount of the ASR, based on the closing price of \$56.90 on October 29, 2018. Upon settlement of the ASR, the final number of shares repurchased will be trued up based on the average of the daily volume weighted average share prices of the Company’s common stock, less a discount, during the term of the accelerated share repurchase program. Eagle expects the ASR to be completed in the fourth quarter of 2018. As of September 30, 2018, the Company had 14.9 million common shares outstanding.

The Company intends to use cash on hand to fund the ASR program. As of September 30, 2018, cash and cash equivalents were \$91 million, accounts receivable was approximately \$78 million, and debt was \$45 million.

The Company also announced preliminary financial results.

- Q3 2018 preliminary revenue is expected to be \$51 million;
- Q3 2018 preliminary net income is expected to be \$14 million, or \$0.94 per basic and \$0.91 per diluted share; and
- Q3 2018 preliminary Adjusted Non-GAAP net income is expected to be approximately \$18 million or \$1.22 per basic and \$1.18 per diluted share.

About Eagle Pharmaceuticals, Inc.

Eagle is a specialty pharmaceutical company focused on developing and commercializing injectable products that address the shortcomings, as identified by physicians, pharmacists and other stakeholders, of existing commercially successful injectable products. Eagle's strategy is to utilize the FDA's 505(b)(2) regulatory pathway. Additional information is available on the Company's website at www.eagleus.com.

Forward-Looking Statements

This press release contains forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, and other securities laws. Forward-looking statements are statements that are not historical facts. Words and phrases such as "anticipated," "forward," "will," "would," "may," "remain," "potential," "prepare," "expected," "believe," "plan," "near future," "belief," and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements regarding future events including, but not limited to: Eagle's plans to finance and consummate the stock repurchase program, including the ASR; the anticipated outcome of the stock repurchase program, including the ASR; Eagle's preliminary revenue, net income, Adjusted Non-GAAP net income, and Adjusted Non-GAAP earnings per share for the three months ended September 30, 2018. All of such statements are subject to certain risks and uncertainties, many of which are difficult to predict and generally beyond Eagle's control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Such risks include, but are not limited to: the impact of general economic, industry, or political conditions in the United States or internationally, the performance of financial markets, the fluctuation of interest rates, the possibility that Eagle may identify items that would require Eagle to make adjustments, some of which could be material, to the preliminary financial results, and other factors that are discussed in Eagle's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the U.S. Securities and Exchange Commission (SEC) on February 26, 2018 and its other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof, and the Company does not undertake any obligation to revise and disseminate forward-looking statements to reflect events or circumstances after the date hereof, or to reflect the occurrence of or non-occurrence of any events.

Non-GAAP Financial Performance Measures

In addition to financial information prepared in accordance with U.S. GAAP, this press release also contains adjusted non-GAAP net income and adjusted non-GAAP earnings per share attributable to Eagle. The Company believes these measures provide investors and management with supplemental information relating to operating performance and trends that facilitate comparisons between periods and with respect to projected information.

Adjusted non-GAAP net income excludes share-based compensation expense, depreciation, amortization of acquired intangible assets, severance, non-cash interest expense, restructuring and tax adjustments. The Company believes these non-GAAP financial measures help indicate underlying trends in the Company's business and are important in comparing current results with prior period results and understanding projected operating performance. Non-GAAP financial measures provide the Company and its investors with an indication of the Company's baseline performance before items that are considered by the Company not to be reflective of the Company's ongoing results. See the attached Reconciliation of GAAP to Adjusted Non-GAAP net income and Adjusted Non-GAAP earnings per share for the three-month period ended September 30, 2018.

These adjusted measures are non-GAAP and should be considered in addition to, but not as a substitute for, the information prepared in accordance with U.S. GAAP. The Company strongly encourages investors to review its consolidated financial statements and publicly-filed reports in their entirety and cautions investors that the non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures.

Contact:

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EAGLE PHARMACEUTICALS, INC.
RECONCILIATION OF GAAP TO ADJUSTED NON-GAAP NET INCOME AND
ADJUSTED NON-GAAP EARNINGS PER SHARE
(In thousands, except share and per share amounts)
(unaudited)

		<u>Three Months</u> <u>Ended September</u> <u>30,</u> <u>2018</u>
Net income - GAAP	\$	14,040
Adjustments:		
Cost of product revenues:		
Amortization of acquired intangible assets		194
Research and development:		
Share-based compensation expense		831
Depreciation		66
Severance		68
Selling, general and administrative:		
Share-based compensation expense		3,641
Amortization of acquired intangible assets		405
Depreciation		169
Other:		
Non-cash interest expense		94
Restructuring charge		91
Tax effect of the non-GAAP adjustments		(1,334)
Adjusted non-GAAP net income	\$	18,265
Adjusted non-GAAP earnings per share		
Basic	\$	1.22
Diluted	\$	1.18
Weighted number of common shares outstanding:		
Basic		15,011,159
Diluted		15,483,037