

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EAGLE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ

(Address of Principal Executive Offices)

20-8179278

(I.R.S. Employer Identification No.)

07677

(Zip Code)

**2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan**
(Full titles of the plans)

Scott Tarriff

Chief Executive Officer

Eagle Pharmaceuticals, Inc.

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

(201) 326-5300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Marc Recht, Esq.

Cooley LLP

500 Boylston Street, 14th Floor

Boston, Massachusetts 02116

(617) 937-2300

Pete A. Meyers

Chief Financial Officer

Eagle Pharmaceuticals, Inc.

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

(201) 326-5300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
2014 Equity Incentive Plan				
Common Stock, \$0.001 par value per share	890,864 shares (3)	\$ 43.53	\$ 38,779,309.92	\$ 4,700.05
2014 Employee Stock Purchase Plan				
Common Stock, \$0.001 par value per share	149,209 shares (4)	\$ 43.53	\$ 6,495,067.77	\$ 787.20

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on December 14, 2018, as reported on the Nasdaq Stock Market.
- (3) Represents shares of Common Stock that were automatically added to the number of shares authorized for issuance under the Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated (the "2014 EIP"), on January 1, 2018 pursuant to an "evergreen" provision contained in the 2014 EIP.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Eagle Pharmaceuticals, Inc. 2014 Employee Stock Purchase Plan (the "2014 ESPP") on October 1, 2017 pursuant to an "evergreen" provision contained in the 2014 ESPP.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,040,073 shares of Common Stock of Eagle Pharmaceuticals, Inc. (the “Registrant”) issuable pursuant to the Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated (the “2014 EIP”) and the Eagle Pharmaceuticals, Inc. 2014 Employee Stock Purchase Plan (the “2014 ESPP”). These additional shares of Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-194056) was filed with the Securities and Exchange Commission (the “Commission”) on February 21, 2014. These additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the 2014 EIP and the 2014 ESPP, which provide that the total number of shares subject to such plans will be increased each year pursuant to a specified formula.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2014 EIP and the 2014 ESPP under Registration Statements on Form S-8 filed with the Commission on February 21, 2014 (File No. 333-194056), on September 2, 2015 (File No. 333-206729), on September 16, 2016 (File No. 333-213683), and on March 20, 2017 (File No. 333-216839). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	<u>Amended and Restated Certificate of Incorporation of the Registrant.</u>
4.2(2)	<u>Amended and Restated Bylaws of the Registrant.</u>
4.3(3)	<u>Form of Common Stock Certificate of the Registrant.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of BDO USA, LLP, an Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP. Reference is made to Exhibit 5.1.</u>
24.1	<u>Power of Attorney. Reference is made to the signature page hereto.</u>

- 99.2(4) [Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended and restated.](#)
- 99.3(5) [Eagle Pharmaceuticals, Inc. 2014 Employee Stock Purchase Plan.](#)
- 99.4(6) [Form of Restricted Stock Unit Grant Package \(2014 Equity Incentive Plan\)](#)
- 99.5(7) [Form of Performance Stock Unit Grant Package \(2014 Equity Incentive Plan\)](#)

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- (1) Previously filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-192984), filed with the Commission on January 28, 2014, and incorporated herein by reference.
 - (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-192984), filed with the Commission on January 28, 2014, and incorporated herein by reference.
 - (3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-192984), filed with the Commission on January 28, 2014, and incorporated herein by reference.
 - (4) Previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-36306), filed with the Commission on August 10, 2015, and incorporated herein by reference.
 - (5) Previously filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-192984), filed with the Commission on January 22, 2014, and incorporated herein by reference.
 - (6) Previously filed as Exhibit 10.31 to the Registrant's Annual Report on Form 10-K (File No. 001-36306), filed with the Commission on February 26, 2018, and incorporated herein by reference.
 - (7) Previously filed as Exhibit 10.32 to the Registrant's Annual Report on Form 10-K (File No. 001-36306), filed with the Commission on February 26, 2018, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woodcliff Lake, State of New Jersey, on December 18, 2018.

EAGLE PHARMACEUTICALS, INC.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott Tarriff and Pete A. Meyers, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ SCOTT TARRIFF</u> Scott Tarriff	Chief Executive Officer and Member of the Board of Directors (Principal Executive Officer)	December 18, 2018
<u>/S/ PETE A. MEYERS</u> Pete A. Meyers	Chief Financial Officer (Principal Accounting and Financial Officer)	December 18, 2018
<u>/S/ MICHAEL GRAVES</u> Michael Graves	Chairman of the Board of Directors	December 18, 2018
<u>/S/ STEVEN RATOFF</u> Steven Ratoff	Member of the Board of Directors	December 18, 2018
<u>/S/ SANDER FLAUM</u> Sander Flaum	Member of the Board of Directors	December 18, 2018
<u>/S/ ROBERT L. GLENNING</u> Robert L. Glenning	Member of the Board of Directors	December 18, 2018
<u>/S/ DOUGLAS L. BRAUNSTEIN</u> Douglas L. Braunstein	Member of the Board of Directors	December 18, 2018
<u>/S/ RICHARD A. EDLIN</u> Richard A. Edlin	Member of the Board of Directors	December 18, 2018



Marc A. Recht
T: (617) 937-2323
mrecht@cooley.com

December 18, 2017

Eagle Pharmaceuticals, Inc.
50 Tice Boulevard, Suite 315
Woodcliff Lake, NJ 07677

Ladies and Gentlemen:

We have acted as counsel to Eagle Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering the offering of up to an aggregate of 1,040,073 shares of the Company’s Common Stock, \$0.001 par value per share (the “**Shares**”), including (i) 890,864 shares (the “**2014 Plan Shares**”) reserved for issuance pursuant to the Company’s 2014 Equity Incentive Plan (the “**2014 Plan**”), and (ii) 149,209 shares (the “**ESPP Shares**”) reserved for issuance pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “**2014 ESPP**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the 2014 Plan and the 2014 ESPP, the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and originals, or copies certified to our satisfaction, of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; and the accuracy, completeness and authenticity of certificates of public officials. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the 2014 Plan Shares and the ESPP Shares, when sold and issued in accordance with the 2014 Plan and the 2014 ESPP, respectively, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

500 BOYLSTON STREET, BOSTON, MA 02116-3736 T: (617) 937-2300 F: (617) 937-2400 WWW.COOLEY.COM

Sincerely,

Cooley LLP

By: /s/ Marc A. Recht
 Marc A. Recht, Partner



Tel: 732-750-0900
Fax: 732-750-1222
www.bdo.com

90 Woodbridge Center Drive
Woodbridge, NJ 07095

Consent of Independent Registered Public Accounting Firm

Eagle Pharmaceuticals, Inc.
Woodcliff Lake, New Jersey

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our reports dated February 26, 2018, relating to the consolidated financial statements, and the effectiveness of Eagle Pharmaceuticals, Inc.'s internal control over financial reporting, which appear in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ BDO USA, LLP
Woodbridge, New Jersey

December 18, 2018
(date of signing consent)

R-221 (6/14)
