

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Pernock David</u> _____ (Last) (First) (Middle) <u>EAGLE PHARMACEUTICALS, INC.</u> <u>50 TICE BLVD., SUITE 315</u> _____ (Street) <u>WOODCLIFF LAKE NJ 07677</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EAGLE PHARMACEUTICALS, INC. [ EGRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. &amp; Chief Comm. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/07/2019		F <sup>(1)</sup>		858	D	\$41.33	10,108	D	
Common Stock	01/23/2019		A		20,900 <sup>(2)</sup>	A	<sup>(3)</sup>	31,008	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$42.4	01/23/2019		A		46,600		<sup>(4)</sup>	01/23/2029	Common Stock	46,600	\$0.00	46,600	D	

**Explanation of Responses:**

- 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.
- 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.

**Remarks:**

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

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.