

Hepner Adrian
Form 4
January 09, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hepner Adrian

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EAGLE
PHARMACEUTICALS, INC., 50
TICE BLVD., SUITE 315

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP and Chief Medical Officer

WOODCLIFF LAKE, NJ 07677

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	01/07/2018		Code V	(A) or (D) Amount (1) 9,000 Price \$ 0	9,000	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 59.14	01/07/2018		A	43,000	<u>(2)</u> 01/06/2028	Common Stock	43,000
Performance Stock Unit	<u>(3)</u>	01/07/2018		A	27,000 <u>(4)</u>	<u>(5)</u> 01/01/2021	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hepner Adrian C/O EAGLE PHARMACEUTICALS, INC. 50 TICE BLVD., SUITE 315 WOODCLIFF LAKE, NJ 07677			EVP and Chief Medical Officer	

Signatures

/s/ Scott Tarriff,
Attorney-in-Fact

01/09/2018

 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 issued pursuant to a restricted stock unit ("RSU") award, each RSU representing a contingent right to receive one share of the Issuer's common stock. The shares issuable in respect of such RSUs shall vest with respect to 25% of the shares of common stock on each of the one, two, three and four-year anniversaries of January 7, 2018, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.

(2) The option vests over a period of four years, with 25% of the shares underlying the option vesting on January 7, 2019, 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.

(3) Each performance stock unit ("PSU") represents a contingent right to receive one share of the Issuer's common stock.

(4) Represents the maximum number of shares issuable under this award.

(5) The shares issuable in respect of such PSUs shall vest on the three-year anniversary of January 1, 2018 (such three-year anniversary, the "Vesting Date"), based on the extent to which the following stock price hurdles are achieved for 30 consecutive trading days on or prior to the Vesting Date. If the Issuer's stock price reaches or surpasses \$85.92, \$110.00, \$120.00 or \$134.25, then 9,000, 18,000, 22,500 or 27,000 PSUs will vest, respectively. The number of shares issuable in respect of such PSUs vested on the Vesting Date will be

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determined by the highest Issuer stock price hurdle achieved. This vesting is subject to the Reporting Person's continuous service with the Issuer as of the Vesting Date.

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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