

Hepner Adrian
 Form 4
 January 09, 2018

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 *
 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)

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

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

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

(Street)

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

WOODCLIFF LAKE, NJ 07677

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/07/2018		A	9,000 (1)	\$ 0 9,000	D	

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

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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	(2) 01/06/2028	Common Stock	43,000
Performance Stock Unit	(3)	01/07/2018		A	27,000 (4)	(5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.