

# **EAGLE PHARMACEUTICALS, INC.**

**Reported by**  
**BRAUNSTEIN DOUGLAS L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/18/19 for the Period Ending 10/16/19

Address      50 TICE BOULEVARD, SUITE 315  
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                  CIK    0000827871

Symbol        EGRX

SIC Code      2834 - Pharmaceutical Preparations

Industry      Pharmaceuticals

Sector        Healthcare

Fiscal Year    12/31

# 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).

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person <sup>*</sup>  <b>Hudson Executive Capital LP</b>  (Last) (First) (Middle)  <b>570 LEXINGTON AVENUE, 35TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol  <b>EAGLE PHARMACEUTICALS, INC. [ EGRX ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
			3. Date of Earliest Transaction (MM/DD/YYYY)  <b>10/16/2019</b>					
			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	10/16/2019		S		102 <sup>(1)</sup>	D	\$62.5000	775766	I
Common Stock	10/17/2019		S		13842 <sup>(1)</sup>	D	\$62.5774 <sup>(5)</sup>	761924	I
Common Stock	10/18/2019		S		1600 <sup>(1)</sup>	D	\$62.6088 <sup>(6)</sup>	760324	I

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

#### Explanation of Responses:

- The sale of shares set forth herein is made pursuant to a sales plan under Rule 10b5-1(c).
- In addition to Hudson Executive Capital LP, a Delaware limited liability company ("Hudson Executive"), this Form 4 is being filed jointly by HEC Management GP LLC, a Delaware limited liability company ("Management GP"), and Douglas L. Braunstein, a citizen of the United States of America (together with Hudson Executive and Management GP, the "Reporting Persons"), each of whom has the same business address as Hudson Executive and may be deemed to have a pecuniary interest in the securities reported on this Form 4 (the "Subject Securities").
- Hudson Executive, as the investment adviser to certain affiliated investment funds, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. Management GP, as the general partner of Hudson Executive, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Mr. Braunstein's position as Managing Partner of Hudson Executive and Managing Member of Management GP, Mr. Braunstein may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) and Hudson Executive and Management GP may be deemed to be the beneficial owner of the Subject Securities held by Mr. Braunstein.
- Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in transactions at prices ranging from \$62.5000 to \$62.8767, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in transactions at prices ranging from \$62.5000 to \$62.6500, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (6) to this Form 4.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hudson Executive Capital LP</b> <b>570 LEXINGTON AVENUE</b> <b>35TH FLOOR</b> <b>NEW YORK, NY 10022</b>	<b>X</b>			
<b>HEC Management GP LLC</b> <b>570 LEXINGTON AVENUE, 35TH FLOOR</b> <b>NEW YORK, NY 10022</b>		<b>X</b>		
<b>Braunstein Douglas L</b> <b>570 LEXINGTON AVENUE, 35TH FLOOR</b> <b>NEW YORK, NY 10022</b>		<b>X</b>		

**Signatures**

**HUDSON EXECUTIVE CAPITAL LP, By: HEC Management GP LLC, its general partner, By: /s/ Douglas L. Braunstein, Name: Douglas L. Braunstein, Title: Managing Member**

**10/18/2019**

**\*\***Signature of Reporting Person

Date

**HEC MANAGEMENT GP LLC, By: /s/ Douglas L. Braunstein, Name: Douglas L. Braunstein, Title: Managing Member**

**10/18/2019**

**\*\***Signature of Reporting Person

Date

**DOUGLAS L. BRAUNSTEIN, /s/ Douglas L. Braunstein**

**10/18/2019**

**\*\***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 control number.