

EAGLE PHARMACEUTICALS, INC.

Form 8-K

August 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 5, 2015**

**Eagle Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36306**  
(Commission File Number)

**20-8179278**  
(IRS Employer Identification No.)

**50 Tice Boulevard, Suite 315**  
**Woodcliff Lake, NJ**  
(Address of principal executive offices)

**07677**  
(Zip Code)

Registrant's telephone number, including area code: **(201) 326-5300**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

*Robert One, LLC Amendment to Development and Licensing Agreement*

On August 5, 2015, Eagle Pharmaceuticals, Inc., or the Company, entered into Amendment No. 2 to Development and Licensing Agreement (the Second Amendment ) with Robert One, LLC ( Robert One ) to revise the Royalty Rate as defined in the Development and Licensing Agreement, dated as of February 13, 2009, as amended (the Robert Development and Licensing Agreement ). The Robert Development and Licensing Agreement is described in the Company s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 20, 2013, and attached thereto as Exhibit 10.18.

The Second Amendment revises the definition of Royalty Rate to mean: (i) 50% with respect to a 505(b)(2) application; (ii) 30% with respect to an ANDA application; and (iii) 25% with respect to the Pemetrexed parenteral formulation.

The foregoing summary of the Second Amendment is qualified in its entirety by reference to the text of the Second Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

*SciDose LLC Amendment to Development and Licensing Agreement*

On August 5, 2015, the Company entered into Amendment No. 4 to Development and Licensing Agreement (the Fourth Amendment ) with SciDose LLC ( SciDose ) to waive certain claims against SciDose and to revise the Royalty Rate as defined in the Development and Licensing Agreement, dated as of June 12, 2007, as amended (the SciDose Development and Licensing Agreement ). The SciDose Development and Licensing Agreement is described in the Company s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 20, 2013, and attached thereto as Exhibit 10.11(b).

The Fourth Amendment revises the definition of Royalty Rate to mean: (i) 15% with respect to the Eagle Bivalirudin Product; (ii) 50% with respect to any Product that is subject to a 505(b)(2) application; and (iii) 30% with respect to any Product that is subject to an ANDA application. In addition, the Company agreed to waive any claim against SciDose for the recovery from SciDose of either (i) any unreimbursed costs incurred by the Company related to the development of the Eagle Bivalirudin Product, and (ii) any refund of certain milestone payments previously made by the Company to SciDose under the SciDose Development and Licensing Agreement relating to any parenteral formulation of Bivalirudin, through and including the date of the Fourth Amendment.

The foregoing summary of the Fourth Amendment is qualified in its entirety by reference to the text of the Fourth Amendment, a copy of which is attached as Exhibit 10.2 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 10.1           | Amendment No. 2 to Development and Licensing Agreement between Eagle Pharmaceuticals, Inc. and Robert One, LLC, dated as of August 5, 2015 |
| 10.2           | Amendment No. 4 to Development and Licensing Agreement between Eagle Pharmaceuticals, Inc. and SciDose LLC, dated as of August 5, 2015     |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Eagle Pharmaceuticals, Inc.**

Dated: August 11, 2015

By: /s/ Scott Tarriff  
Scott Tarriff  
*President and Chief Executive Officer*

**Exhibit Index**

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