

EAGLE PHARMACEUTICALS, INC.
Form SC 13D/A
January 06, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Eagle Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

269796 108

(CUSIP Number)

Pasquale DeAngelis

ProQuest Associates IV LLC

2430 Vanderbilt Beach Road, 108-190

Naples, FL 34109

(609) 919-3567

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 4, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Name of
Reporting
Persons

1.

ProQuest
Investments IV,
L.P. ("ProQuest")
Check (a)
the
Appropriate
Box if

2.

a
Member (1)
of a
Group
(See
Instructions)
SEC Use Only

3.

Source of Funds
(See Instructions)

4.

WC
Check if
Disclosure
of Legal
Proceedings

5.

Is
Required
Pursuant to
Items 2(d)
or 2(e)

6.

Citizenship or
Place of

Organization

Delaware

Sole Voting
Power

7.

Number of
Shares 8. 0
Shared
Voting
Power

Beneficially

Owned by Each 9. 3,879,287
Sole
Dispositive
Power

Reporting

Person With 10. 0
Shared
Dispositive
Power

11. 3,879,287
Aggregate
Amount
Beneficially
Owned by Each
Reporting Person

12. 3,879,287
Check if
the
Aggregate
Amount in
Row (11)
Excludes ^o
Certain
Shares
(See
Instructions)

| | Percent of Class Represented by Amount in Row |
|-----|---|
| 13. | 11 |
| | 25.1%(2) |
| | Type of Reporting Person (See Instructions) |
| 14. | |
| | PN |

(1) This schedule is filed by ProQuest Investments IV, L.P. (“ProQuest”), ProQuest Associates IV, LLC (“PQA IV”), ProQuest Financial LLC (“PQF”), and Jay Moorin and Alain Schreiber (Messrs. Moorin and Schreiber referred herein collectively as the “Listed Persons”). PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of
Reporting Persons

1. ProQuest
Associates IV
LLC ("PQA IV")
Check (a)
the
Appropriate
Box if
a
2. Member (b) x(1)
of a
Group
(See
Instructions)
SEC Use Only

3. Source of Funds
(See Instructions)

4. AF
Check if
Disclosure
of Legal
Proceedings
5. Is Required
Pursuant to
Items 2(d)
or 2(e)
6. Citizenship or
Place of
Organization

Delaware
Sole Voting
Power

7.

Number of
Shares 8.
0
Shared
Voting
Power

Beneficially
Owned by
Each 9.
3,879,287(2)
Sole
Dispositive
Power

Reporting

Person With 0
Shared
Dispositive
Power
10.

11. 3,879,287(2)
Aggregate
Amount
Beneficially
Owned by Each
Reporting Person

12. 3,879,287(2)
Check if
the
Aggregate
Amount in
Row (11)
Excludes
Certain
Shares (See
Instructions)

13. Percent of Class
Represented by
Amount in Row
11

25.1%(3)
Type of Reporting
Person (See
Instructions)

14.

OO

(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 3,879,287 shares owned by ProQuest.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of
Reporting
Persons

1.

ProQuest
Financial LLC
("PQF")
Check (a)
the
Appropriate
Box if

2.

a
Member (1)
of a
Group
(See
Instructions)
SEC Use Only

3.

Source of Funds
(See Instructions)

4.

WC
Check if
Disclosure
of Legal
Proceedings

5.

Is
Required
Pursuant to
Items 2(d)
or 2(e)

6.

Citizenship or
Place of
Organization

| | | |
|--------------|-----------------------------------|--|
| | United States | |
| | Sole Voting | |
| | Power | |
| | 7. | |
| | 0 | |
| | Shared | |
| Number of | Voting | |
| Shares | Power | |
| | 8. | |
| Beneficially | | |
| Owned by | 91,857(2) | |
| Each | Sole | |
| | Dispositive | |
| | Power | |
| Reporting | 9. | |
| Person With | 0 | |
| | Shared | |
| | Dispositive | |
| | Power | |
| | 10. | |
| | 91,857(2) | |
| 11. | Aggregate | |
| | Amount | |
| | Beneficially | |
| | Owned by Each | |
| | Reporting Person | |
| 12. | 91,857(2) | |
| | Check if | |
| | the | |
| | Aggregate | |
| | Amount in | |
| | Row (11) | |
| | Excludes <input type="checkbox"/> | |
| | Certain | |
| | Shares | |
| | (See | |
| | Instructions) | |
| 13. | Percent of Class | |
| | Represented by | |

Amount in Row

11

0.6% (3)

Type of
Reporting Person
(See Instructions)

14.

OO

(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 7,677 shares and currently exercisable options to purchase 84,180 shares of Common Stock.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of
Reporting Persons

1.

Jay Moorin
("Moorin")
Check (a)
the
Appropriate
Box if

2.

a
Member (b) x(1)
of a
Group
(See
Instructions)
SEC Use Only

3.

Source of Funds
(See Instructions)

4.

AF
Check if
Disclosure
of Legal
Proceedings
Is Required
Pursuant to
Items 2(d)
or 2(e)

5.

6.

Citizenship or
Place of
Organization

United States
Sole Voting
Power

7.

Number of
Shares 8. 0
Shared
Voting
Power

Beneficially
Owned by 3,997,318(2)
Each Sole
Dispositive
Power 9.

Reporting

Person With 0
Shared
Dispositive
Power 10.

11. 3,997,318(2)
Aggregate
Amount
Beneficially
Owned by Each
Reporting Person

12. 3,997,318(2)
Check if
the
Aggregate
Amount in
Row (11) o
Excludes
Certain
Shares (See
Instructions)

13. Percent of Class
Represented by
Amount in Row
11

25.8%(3)
Type of Reporting
Person (See
Instructions)

14.

IN

(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 3,879,287 shares owned by ProQuest, 7,677 shares owned by PQF, 26,174 shares owned by Moorin through an IRA and currently exercisable options to purchase 84,180 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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Name of
Reporting
Persons

1.

Alain Schreiber
("Schreiber")
Check (a)
the
Appropriate
Box if

2.

a
Member (1)
of a
Group
(See
Instructions)
SEC Use Only

3.

Source of Funds
(See Instructions)

4.

AF
Check if
Disclosure
of Legal
Proceedings

5.

Is
Required
Pursuant to
Items 2(d)
or 2(e)

6.

Citizenship or
Place of
Organization

| | | |
|--------------|-----------------------|--|
| | United States | |
| | Sole Voting | |
| | Power | |
| | 7. | |
| | 0 | |
| | Shared | |
| | Voting | |
| Number of | Power | |
| Shares | 8. | |
| Beneficially | 3,971,144 | |
| | (2) | |
| Owned by | Sole | |
| | Dispositive | |
| Each | Power | |
| | 9. | |
| Reporting | | |
| Person With | 0 | |
| | Shared | |
| | Dispositive | |
| | Power | |
| | 10. | |
| | 3,971,144 | |
| | (2) | |
| | Aggregate | |
| | Amount | |
| | Beneficially | |
| | Owned by Each | |
| 11. | Reporting Person | |
| | 3,971,144 (2) | |
| | Check if | |
| | the | |
| | Aggregate | |
| | Amount in | |
| | Row (11) | |
| 12. | Excludes ^o | |
| | Certain | |
| | Shares | |
| | (See | |
| | Instructions) | |

Percent of Class
Represented by
Amount in Row
13. 11

25.6%(3)
Type of
Reporting Person
(See Instructions)
14.

IN

(1) This schedule is filed by ProQuest, PQA IV, PQF and the Listed Persons. PQA IV is the General Partner of ProQuest and the Listed Persons are the managing members of PQA and PQF. ProQuest, PQA IV, PQF and the Listed Persons expressly disclaim status as a “group” for purposes of this Schedule 13D.

(2) Consists of 3,879,287 shares owned by ProQuest, 7,677 shares owned by PQF and currently exercisable options to purchase 84,180 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,435,728 shares of Common Stock outstanding as of November 4, 2016.

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EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the “Amendment No. 3”) amends the Schedule 13D filed on February 21, 2014 and amended on August 19, 2016 and September 23, 2016 (and as amended by this Amendment No. 3, the “Schedule 13D”), on behalf of the Reporting Persons named in Item 2(a) thereof and ProQuest Financial LLC. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. All capitalized terms not otherwise defined in this Amendment No. 3 shall have the meanings attributed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(b) of the Schedule 13D is hereby amended and restated as follows:

(b)

(1) The percentage is calculated based upon 15,435,728 shares of Common Stock outstanding as of November 4, 2016 as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

(2) PQA IV is the general partner of ProQuest.

(3) The Listed Persons are the managing directors of ProQuest and PQF. Of the total shares reported on this Schedule 13D, 3,879,287 are shares held by ProQuest, 7,677 are shares held by PQF, 26,174 are shares held by Moorin through an IRA and 84,180 are shares subject to currently exercisable options held by PQF. Each Reporting Person disclaims beneficial ownership with respect to these shares except to the extent of his pecuniary interest therein.

(4) The Listed Persons resigned from the Board of Directors of the Issuer on June 29, 2016.

Item 5(c) of the Schedule 13D is hereby amended add the following:

(c) Except as set forth below with respect to shares of Common Stock sold on the open market in the ordinary course of business, there have been no transaction in the securities of the Issuer by any of the Reporting Persons during the past sixty (60) days:

| Date | Reporting Person | Amount Disposed | Price | Price Range for weighted average prices |
|-------------|-------------------------|------------------------|--------------|--|
| 11/07/16 | ProQuest | 5,030 | \$75.39* | \$75.00 - \$76.00 |
| 11/09/16 | ProQuest | 1,380 | \$75.70* | \$75.27 - \$75.95 |
| 11/09/16 | ProQuest | 11,690 | \$76.49* | \$76.00 - \$76.99 |
| 11/09/16 | ProQuest | 9,030 | \$77.13* | \$77.00 - \$77.92 |
| 11/09/16 | ProQuest | 4,200 | \$78.23* | \$78.00 - \$78.62 |
| 11/09/16 | ProQuest | 19,581 | \$79.24* | \$79.00 - \$79.90 |

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| | | | | |
|----------|----------|---------|----------|-------------------|
| 11/09/16 | ProQuest | 102,919 | \$80.09* | \$80.00 - \$80.82 |
| 11/10/16 | ProQuest | 15,368 | \$85.10* | \$85.00 - \$85.82 |
| 11/10/16 | ProQuest | 167 | \$86.00 | n/a |
| 11/10/16 | ProQuest | 100 | \$86.06 | n/a |
| 11/10/16 | ProQuest | 1,700 | \$87.05* | \$87.03 - \$87.09 |
| 11/10/16 | PQF | 300 | \$85.00 | n/a |
| 11/10/16 | Moorin | 1,300 | \$85.00 | n/a |
| 11/11/16 | ProQuest | 15,551 | \$85.00* | \$85.00 - \$85.10 |
| 1/04/16 | ProQuest | 65,114 | \$85.16* | \$85.00 - \$85.92 |

*Constitutes the weighted average purchase price for multiple transactions. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.

