

EAGLE PHARMACEUTICALS, INC.
Form SC 13G/A
February 14, 2018

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

SCHEDULE 13G

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

Eagle Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

269796108

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 269796108

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| | | |
|---|---|---|
| 1 | Name of Reporting Persons I.R.S. Identification No. of Above Persons (Entities Only) | |
| | Scott Tarriff | |
| 2 | Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="checkbox"/> (1) | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization United States | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 663,944 (See Item 4 herein) |
| | 6 | Shared Voting Power 1,280,041 (See Item 4 herein) |
| | 7 | Sole Dispositive Power 663,944 (See Item 4 herein) |
| | 8 | Shared Dispositive Power 1,280,041 (See Item 4 herein) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,943,985 (See Item 4 herein) | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 12.61% (See Item 4 herein) | |
| 12 | Type of Reporting Person* IN | |

(1) This Schedule 13G is filed by Scott Tarriff, Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 and Michael Graves (collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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| | | |
|---|---|---|
| 1 | Name of Reporting Persons I.R.S. Identification No. of Above Persons (Entities Only) | |
| | Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 | |
| 2 | Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="checkbox"/> (1) | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization New Jersey | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5 | Sole Voting Power 0 (See Item 4 herein) |
| | 6 | Shared Voting Power 1,103,680 (See Item 4 herein) |
| | 7 | Sole Dispositive Power 0 (See Item 4 herein) |
| | 8 | Shared Dispositive Power 1,103,680 (See Item 4 herein) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,103,680 (See Item 4 herein) | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 7.43% (See Item 4 herein) | |
| 12 | Type of Reporting Person* OO | |

(1) The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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| | |
|----|--|
| 1 | Name of Reporting Persons I.R.S. Identification No. of Above Persons (Entities Only) |
| | Michael Graves |
| 2 | Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input checked="" type="radio"/> (1) |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 5 | Sole Voting Power 60,040 (See Item 4 herein) |
| 6 | Shared Voting Power 1,103,680 (See Item 4 herein) |
| 7 | Sole Dispositive Power 60,040 (See Item 4 herein) |
| 8 | Shared Dispositive Power 1,103,680 (See Item 4 herein) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,163,720 (See Item 4 herein) |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9) 7.81% (See Item 4 herein) |
| 12 | Type of Reporting Person* IN |

(1) The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

| | | |
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| CUSIP No. 269796108 | 13G | |
|---------------------|-----|--|

Item 1.

- (a) Name of Issuer
Eagle Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices
50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

Item 2.

- (a) Name of Person Filing

Scott Tarriff,

Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016,

Michael Graves
- (b) (together, the Reporting Persons)
Address of Principal Business Office or, if none, Residence

The address for the principal business office of Scott Tarriff is:

c/o Eagle Pharmaceuticals, Inc.

50 Tice Boulevard, Suite 315

Woodcliff Lake, NJ 07677

The address for the principal business office of the Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 is:

2080 Meeting Street

Wayzata, MN 55391

The address for the residence of Michael Graves is:

2080 Meeting Street

Wayzata, MN 55391

- (c) Citizenship

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Scott Tarriff - United States

Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 New Jersey

Michael Graves - United States

- (d) Title of Class of Securities
Common Stock, \$0.001 par value per share (the Common Stock)
- (e) CUSIP Number
269796108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2017, Mr. Tarriff beneficially owned 1,943,985 shares of the Issuer's Common Stock consisting of (i) 89,905 shares of Common Stock owned directly by him, (ii) 176,361 shares of Common Stock held by Janney Montgomery Scott LLC CUST FBO Scott Tarriff IRA for the Benefit of Mr. Tarriff (the IRA Trust), of which Mr. Tarriff is a trustee and, as such, may be deemed to share voting and dispositive power with respect to all shares held by the IRA Trust, (iii) options to purchase 574,039 shares of Common Stock exercisable within 60 days of December 31, 2017 and (iv) 1,103,680 shares of Common Stock held by the Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 (the Family Trust) for the benefit of Mr. Tarriff's spouse and three children, of which Mr. Graves is the trustee, and as such, while Mr. Tarriff may be deemed to share voting and dispositive power with respect to all shares held by the Family Trust, Mr. Tarriff disclaims beneficial ownership with respect to such shares in the Family Trust, except to the extent of his pecuniary interest therein.

As of December 31, 2017, Mr. Graves beneficially owned 1,163,720 shares of the Issuer's Common Stock consisting of (i) 1,000 shares of Common Stock owned directly by him, (ii) options to purchase 59,040 shares of Common Stock exercisable within 60 days of December 31, 2017 and (iii) 1,103,680 shares of Common Stock held by the Family Trust for the benefit of Mr. Tarriff's spouse and three children, of which Mr. Graves is the trustee. Mr. Graves disclaims any pecuniary interest with respect to such shares in the Family Trust.

(b) Percent of class:

For Mr. Tarriff: based on 14,847,744 shares of the Issuer's Common Stock issued and outstanding as of December 31, 2017 (which does not include 1,241,695 treasury shares) as reported by the Issuer to the Reporting Person and assumes the exercise of 574,039 options held by Mr. Tarriff that are exercisable within 60 days of December 31, 2017. As of December 31, 2017, the 1,943,985 shares of the Issuer's Common Stock beneficially owned by Mr. Tarriff represented 12.61% of such shares outstanding.

For the Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016: based on 14,847,744 shares of the Issuer's Common Stock issued and outstanding as of December 31, 2017 (which does not include 1,241,695 treasury shares) as reported by the Issuer to the Reporting Person. As of December 31, 2017, the 1,103,680 shares of the Issuer's Common Stock beneficially owned by the Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016 represented 7.43% of such shares outstanding.

For Mr. Graves: based on 14,847,744 shares of the Issuer's Common Stock issued and outstanding as of December 31, 2017 (which does not include 1,241,695 treasury shares) as reported by the Issuer to the Reporting Person and assumes the exercise of 59,040 options held by Mr. Graves that are exercisable within 60 days of December 31, 2017. As of December 31, 2017, the 1,163,720 shares of the Issuer's Common Stock beneficially owned by Mr. Graves represented 7.81% of such shares outstanding.

(c) Number of shares as to which the person has:

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- (i) Sole power to vote or to direct the vote:
Scott Tarriff - 663,944
Tarriff 2016 Generation Skipping Exempt Family Trust DTD
12/28/2016 - 0
- (ii) Michael Graves 60,040
Shared power to vote or to direct the vote:
Scott Tarriff - 1,280,041
Tarriff 2016 Generation Skipping Exempt Family Trust DTD
12/28/2016 - 1,103,680
- (iii) Michael Graves - 1,103,680
Sole power to dispose or to direct the disposition of:
Scott Tarriff - 663,944
Tarriff 2016 Generation Skipping Exempt Family Trust DTD
12/28/2016 - 0
- (iv) Michael Graves 60,040
Shared power to dispose or to direct the disposition of:
Scott Tarriff - 1,280,041
Tarriff 2016 Generation Skipping Exempt Family Trust DTD
12/28/2016 - 1,103,680
Michael Graves - 1,103,680

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2018

By: /s/ Scott Tarriff
Scott Tarriff

Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016

By: /s/ Michael Graves
Name: Michael Graves
Title: Trustee

By: /s/ Michael Graves
Michael Graves

EXHIBITS

A- Joint Filing Agreement

JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and any amendments thereto executed by the undersigned shall be filed on behalf of each of the undersigned without the necessity of filing any additional joint filing agreement. The undersigned acknowledge that each is responsible for the timely filing of such statement on Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness or accuracy of the information concerning the others of the undersigned, except to the extent that it knows or has reason to believe that such information is inaccurate or incomplete. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of February 14, 2018.

By: /s/ Scott Tarriff
Scott Tarriff

Tarriff 2016 Generation Skipping Exempt Family Trust DTD 12/28/2016

By: /s/ Michael Graves
Name: Michael Graves
Title: Trustee

By: /s/ Michael Graves
Michael Graves
