

EAGLE PHARMACEUTICALS, INC.
Form SC 13D/A
May 15, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

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)

May 15, 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")
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ..
(b)x(1)

SEC Use Only

3. Source of Funds (See Instructions)

4. WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items ..
2(d) or 2(e)

Citizenship or Place of Organization

6. Delaware

Number of Sole Voting Power
7.

Shares 0
Shared Voting Power

Beneficially 8.
0

Owned by Sole Dispositive Power
9.

Each 0
Shared Dispositive Power

Reporting 10.
Person With 0

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..
Percent of Class Represented by Amount in Row 11

13. 0.0% (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 15,298,206 shares of Common Stock outstanding as of May 3, 2017.

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Name of Reporting Persons

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

SEC Use Only

3.

Source of Funds (See Instructions)

4.

AF

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

Citizenship or Place of Organization

6.

Delaware

Number of Sole Voting Power

7.

Shares 0

Shared Voting Power

Beneficially 8.

0

Owned by Sole Dispositive Power

9.

Each 0

Shared Dispositive Power

Reporting 10.

0

Person With

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

Percent of Class Represented by Amount in Row 11

13.

0.0% (2)

Type of Reporting Person (See Instructions)

14.

OO

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(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) The percentage is based on an aggregate of 15,298,206 shares of Common Stock outstanding as of May 3, 2017.

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Name of Reporting Persons

1. ProQuest Financial LLC ("PQF")
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ..
(b)x(1)

SEC Use Only

- 3.
- Source of Funds (See Instructions)

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

6. United States

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

0 Shared Voting Power

8. 36,777 (2)

Owned by Each Reporting Person With

9. Sole Dispositive Power

0 Shared Dispositive Power

10. 36,777 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 36,777 (2)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..
Percent of Class Represented by Amount in Row 11

13. 0.2% (3)
- Type of Reporting Person (See Instructions)

14. OO

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(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 6,777 shares and currently exercisable options to purchase 30,000 shares of Common Stock.

(3) The percentage is based on an aggregate of 15,298,206 shares of Common Stock outstanding as of May 3, 2017.

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Name of Reporting Persons

1. Jay Moorin ("Moorin")
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ..
(b)x(1)

SEC Use Only

3. Source of Funds (See Instructions)

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

Citizenship or Place of Organization

6. United States

Number of Shares Beneficially Owned by Each Reporting Person With

- | | |
|-------------|--------------------------|
| 7. | Sole Voting Power |
| 0 | |
| 8. | Shared Voting Power |
| 209,158 (2) | |
| 9. | Sole Dispositive Power |
| 0 | |
| 10. | Shared Dispositive Power |
| 209,158 (2) | |

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 209,158 (2)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..
Percent of Class Represented by Amount in Row 11
13. 1.4% (3)
- Type of Reporting Person (See Instructions)
14. IN

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(2) Consists of 6,777 shares owned by PQF, 172,381 shares owned by Moorin directly and through an IRA and currently exercisable options to purchase 30,000 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,298,206 shares of Common Stock outstanding as of May 3, 2017.

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Name of Reporting Persons

1. Alain Schreiber ("Schreiber")
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) (1)

SEC Use Only

3. Source of Funds (See Instructions)
4. AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

Citizenship or Place of Organization

6. United States

Number of Shares Beneficially Owned by Each Reporting Person With Sole Voting Power

7. 0

8. 185,884 (2)

Owned by Each Reporting Person With Sole Dispositive Power

9. 0

10. 185,884 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 185,884 (2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
Percent of Class Represented by Amount in Row 11

13. 1.2% (3)

Type of Reporting Person (See Instructions)

14. IN

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(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 6,777 shares owned by PQF, 149,107 shares owned by Schreiber and currently exercisable options to purchase 30,000 shares of Common Stock held by PQF.

(3) The percentage is based on an aggregate of 15,298,206 shares of Common Stock outstanding as of May 3, 2017.

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EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the “Amendment No. 5”) amends the Schedule 13D filed on February 21, 2014 and amended on August 19, 2016, September 23, 2016, January 6, 2017 and April 27, 2017 (and as amended by this Amendment No. 5, the “Schedule 13D”), on behalf of the Reporting Persons named in Item 2(a) thereof, as amended. 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. 5 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 15,298,206 shares of Common Stock outstanding as of May 3, 2017 as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.

(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, 6,777 are shares held by PQF, 172,381 are shares held by Moorin directly and through an IRA, 149,107 shares are held by Schreiber and 30,000 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 to add the following:

(c) Effective as of May 15, 2017, ProQuest distributed 3,584,087 shares of Common Stock to its partners for no additional consideration. Except as set forth below with respect to the distribution, the exercise of stock options and shares of Common Stock sold on the open market in the ordinary course of business, there have been no transactions in the securities of the Issuer by any of the Reporting Persons during the past sixty (60) days.

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Sales of Common Stock:

| Date | Reporting Person | Amount Disposed | Price | Price Range for weighted average prices |
|----------|------------------|-----------------|----------|-----------------------------------------|
| 03/16/17 | ProQuest | 9,120 | \$82.08* | \$82.00 - \$82.45 |
| 03/17/17 | ProQuest | 38,997 | \$82.01* | \$82.00 - \$82.10 |
| 03/20/17 | ProQuest | 51,883 | \$82.10* | \$82.00 - \$82.55 |
| 03/21/17 | ProQuest | 500 | \$83.10* | \$83.00 - \$83.49 |
| 03/23/17 | ProQuest | 700 | \$83.01* | \$83.00 - \$83.07 |
| 03/27/17 | ProQuest | 37,731 | \$83.00 | — |
| 03/27/17 | PQF | 400 | \$83.00 | — |
| 03/27/17 | Moorin | 1,300 | \$83.00 | — |
| 03/28/17 | ProQuest | 6,182 | \$83.02* | \$83.00 - \$83.13 |
| 03/29/17 | ProQuest | 58,755 | \$83.01* | \$83.00 - \$83.11 |
| 03/29/17 | PQF | 500 | \$83.01 | — |
| 03/29/17 | Moorin | 1,600 | \$83.01 | — |
| 03/30/17 | ProQuest | 6,233 | \$83.00* | \$83.00 - \$83.03 |
| 03/31/17 | ProQuest | 23,689 | \$83.02* | \$83.00 - \$83.42 |
| 04/03/17 | ProQuest | 61,420 | \$83.13* | \$83.00 - \$83.51 |

*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.

Exercises of Stock Options (acquisition of shares of Common Stock):

| Date | Reporting Person | Amount of Shares Acquired upon Exercise of Options | Exercise Price Per Share | Aggregate Price |
|----------|------------------|----------------------------------------------------|--------------------------|-----------------|
| 04/25/17 | PQF | 2,340 | \$ 0.90 | \$ 2,106.00 |
| 04/25/17 | PQF | 2,340 | \$ 4.04 | \$ 9,453.60 |
| 04/25/17 | PQF | 2,340 | \$ 8.78 | \$ 20,545.20 |
| 04/25/17 | PQF | 2,340 | \$ 8.78 | \$ 20,545.20 |
| 04/25/17 | PQF | 2,340 | \$ 8.78 | \$ 20,545.20 |
| 04/25/17 | PQF | 3,120 | \$ 4.42 | \$ 13,790.40 |
| 04/25/17 | PQF | 9,360 | \$ 12.67 | \$ 118,591.20 |
| 04/25/17 | PQF | 10,000 | \$ 46.09 | \$ 460,900.00 |

| | | | |
|--------------|--------|----------|-----------------|
| 04/25/17 PQF | 20,000 | \$ 59.31 | \$ 1,189,200.00 |
|--------------|--------|----------|-----------------|

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Distribution:

| Date | Reporting Person | Number of Shares | Acquired or Disposed in Distribution |
|----------|------------------|------------------|--------------------------------------|
| 05/15/17 | ProQuest | 3,584,087 | Disposed |
| 05/15/17 | Moorin | 149,107 | Acquired |
| 05/15/17 | Schreiber | 149,107 | Acquired |

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

On May 15, 2017, the Reporting Persons ceased to be the beneficial owners, in the aggregate, of more than five percent (5%) of the Common Stock.

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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.

Dated: May 15, 2017

PROQUEST INVESTMENTS
IV, L.P.

PROQUEST ASSOCIATES IV
LLC

By: ProQuest Associates IV
LLC
its General Partner

By: /s/ Pasquale DeAngelis
Name: Pasquale DeAngelis

By: /s/ Pasquale DeAngelis
Name: Pasquale
DeAngelis
Title: Managing Member

Title: Managing Member

PROQUEST FINANCIAL
LLC

*

JAY MOORIN

By: /s/ Pasquale DeAngelis
Name: Pasquale
DeAngelis
Title: Administrative
Partner

*

ALAIN SCHREIBER

*By: /s/ Pasquale DeAngelis
Pasquale DeAngelis,
Attorney-in-Fact
Power of attorney filed
as an exhibit hereto

