

EAGLE PHARMACEUTICALS, INC.  
Form 8-K  
August 10, 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 4, 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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(i) The stockholders elected three directors to serve as members of the Company's board of directors until the 2018 annual meeting of stockholders. The stockholders present in person or by proxy cast the following numbers of votes in connection with the election of directors, resulting in the election of all director nominees:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
David M. Pernock	12,658,838	39,544	1,746,028
Michael Graves	11,366,545	1,331,837	1,746,028
Alain Schreiber, M.D.	11,617,298	1,081,084	1,746,028

(ii) The stockholders ratified the appointment of BDO USA, LLP as the independent registered public accounting firm of the Company for 2015. There were 14,430,441 votes cast for the proposal; 11,484 votes were cast against the proposal; 2,485 votes abstained; and there were no broker non-votes.

(iii) The stockholders adopted an amendment to the Company's 2014 Equity Incentive Plan to, among other things, (i) increase the number of shares of our common stock authorized for issuance thereunder by 500,000 shares, (ii) increase the annual automatic share reserve increase under the Plan from 4% to 6%, (iii) revise the timing of the annual automatic share reserve increase to align with the change to our fiscal year end, and (iv) approve the award limits and other terms applicable to awards intended to qualify as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code. There were 9,006,519 votes cast for the proposal; 3,690,396 votes were cast against the proposal; 1,467 votes abstained; and there were 1,746,028 broker non-votes.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

Exhibit No.	Description
10.1	Eagle Pharmaceuticals, Inc. 2014 Equity Incentive Plan, as amended
10.2	Eagle Pharmaceuticals, Inc. Officer Severance Benefit Plan

**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 10, 2015

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

**Exhibit Index**

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