

# ARROWHEAD PHARMACEUTICALS, INC.

Reported by  
**ANZALONE CHRISTOPHER RICHARD**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/14/17 for the Period Ending 04/12/17

Address	225 SOUTH LAKE AVENUE SUITE 1050 PASADENA, CA 91101
Telephone	626-304-3400
CIK	0000879407
Symbol	ARWR
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	09/30

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Anzalone Christopher Richard</b>  (Last) (First) (Middle) <b>225 S. LAKE AVENUE, SUITE 1050</b>  (Street) <b>PASADENA, CA 91101</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ARROWHEAD PHARMACEUTICALS, INC. [ ARWR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (MM/DD/YYYY) <b>4/12/2017</b>	
	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/12/2017		A		978000 (1)	A	\$0.00	1794789 (2)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- Represents the maximum number of shares underlying a restricted stock unit that may be earned based on the achievement of six predetermined performance goals related to the advancement of the Company's preclinical programs and business development that must be achieved within two years. If the performance goals are not met within the required time periods, the award will be forfeited in part or in whole.
- Includes a total of 1,338,000 shares underlying restricted stock units that may be earned based on the achievement of certain performance goals. If the performance goals are not met within the required time periods, the awards will be forfeited in part or in whole.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Anzalone Christopher Richard</b> <b>225 S. LAKE AVENUE</b> <b>SUITE 1050</b> <b>PASADENA, CA 91101</b>	X		Chief Executive Officer	

### Signatures

/s/ **Christopher Anzalone**

**4/14/2017**

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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