

ARROWHEAD PHARMACEUTICALS, INC.  
Form 8-K  
August 10, 2016

**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 8, 2016**

**Arrowhead Pharmaceuticals, Inc.**  
**(Exact name of registrant as specified in its charter)**

**0-21898**  
**(Commission File Number)**

**Delaware**  
**(State or other jurisdiction)**

**46-0408024**  
**(IRS Employer)**

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of incorporation)

Identification No.)

225 South Lake Avenue, Suite 1050, Pasadena, CA 91101

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (626) 304-3400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

The disclosure set forth below under Item 3.02 is incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities.**

On August 8, 2016, Arrowhead Pharmaceuticals, Inc. (the Company) entered into a Securities Purchase Agreement (the Purchase Agreement) with certain institutional investors (the Purchasers), pursuant to which the Company agreed to issue and sell to the Purchasers an aggregate of 7,627,119 shares of common stock, \$0.001 par value per share (the Shares), at a purchase price of \$5.90 per share (the Offering). The aggregate purchase price to be paid by the Purchasers for the Shares is approximately \$45,000,000, and the Company expects to receive net proceeds of approximately \$43,200,000, after deducting commissions and offering expenses. The closing of the Offering (the Closing) is expected to occur on August 11, 2016.

The Purchase Agreement also requires the Company to register the Shares for resale. The Company is required to prepare and file a registration statement with the Securities and Exchange Commission within 30 days of the Closing and to use commercially reasonable efforts to have such registration statement declared effective as soon as practicable but no later than within 90 days after the Closing, if there is no review by the Securities and Exchange Commission, and within 120 days of the Closing in the event of such review.

The Shares were offered and sold without registration under the Securities Act of 1933, as amended (the Securities Act), or state securities laws, in reliance on the exemptions provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder. The Shares may not be offered or sold in the United States without an effective registration statement or pursuant to an exemption from applicable registration requirements. Neither this Current Report on Form 8-K, nor the exhibits attached hereto is an offer to sell or the solicitation of an offer to buy the Shares.

The representations, warranties and covenants contained in the Purchase Agreement were made solely for the benefit of the parties to the Purchase Agreement. In addition, such representations, warranties and covenants (i) are intended as a way of allocating the risk between the parties to the Purchase Agreement and not as statements of fact, and (ii) may apply standards of materiality in a way that is different from what may be viewed as material by stockholders of, or other investors in, the Company. Accordingly, the Purchase Agreement is included with this filing only to provide investors with information regarding the terms of transaction and not to provide investors with any other factual information regarding the Company. Investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company or any of its subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Purchase Agreement, which subsequent information may or may not be fully reflected in public disclosures.

The above description of the material terms of the Offering is qualified in its entirety by reference to the Purchase Agreement, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 8.01 Other Events.**

On August 9, 2016, the Company issued the press release attached hereto as Exhibit 99.1 regarding the Offering described in Item 3.02. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Securities Purchase Agreement, dated August 8, 2016, between the Company and the purchasers listed therein.
99.1	Press Release, dated August 9, 2016.

**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 thereunto duly authorized.

Date: August 10, 2016

ARROWHEAD RESEARCH  
CORPORATION

By: /s/ Kenneth Myszkowski  
Kenneth Myszkowski  
Chief Financial Officer

**EXHIBIT INDEX**

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