

GIVEN BRUCE D  
Form 4  
February 12, 2019

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GIVEN BRUCE D

2. Issuer Name and Ticker or Trading Symbol  
ARROWHEAD PHARMACEUTICALS, INC. [ARWR]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Operating Officer

(Last) (First) (Middle)  
225 S. LAKE AVENUE, SUITE 1050  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2019

PASADENA, CA 91101  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/08/2019		M	11,667	A \$ 2.62	859,523	D
Common Stock	02/08/2019		S <sup>(1)</sup>	46,167	D \$ 15.34	813,356	D
Common Stock	02/11/2019		M	11,667	A \$ 2.62	825,023	D
Common Stock	02/11/2019		S <sup>(1)</sup>	97,167	D \$ 15.66	727,856	D

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						(3)	
Common Stock	02/11/2019	S <sup>(1)</sup>	57,000	D	\$	670,856	D
					16.48		
Common Stock	02/12/2019	M	42,500	A	\$ 2.01	713,356	D
Common Stock	02/12/2019	S <sup>(1)</sup>	42,500	D	\$	670,856	D
					17.06		

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 2.62	02/08/2019		M	11,667	10/01/2012 <sup>(5)</sup> 09/28/2022	Common Stock 11,667
Stock Option (right to buy)	\$ 2.62	02/11/2019		M	11,667	10/01/2012 <sup>(5)</sup> 09/28/2022	Common Stock 11,667
Stock Option (right to buy)	\$ 2.01	02/12/2019		M	42,500	06/01/2013 <sup>(5)</sup> 05/06/2023	Common Stock 42,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GIVEN BRUCE D  
225 S. LAKE AVENUE  
SUITE 1050  
PASADENA, CA 91101

Chief Operating Officer

## Signatures

/s/ Bruce Given

02/12/2019

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Open market sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.  
  
The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.48 to \$15.48, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- (2) The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.23 to \$16.23, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- (3) The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.03 to \$17.21, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- (4) Represents first vesting date. Option vested over four years from date of grant.
- (5)

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

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