

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Li Zhen</u> _____ (Last) (First) (Middle) <u>225 S. LAKE AVE</u> <u>SUITE 1050</u> _____ (Street) <u>PASADENA CA 91101</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/25/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>ARROWHEAD PHARMACEUTICALS, INC. [ ARWR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Snr. VP, Chemistry and Mfg</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	167,200 <sup>(1)</sup>	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option	03/27/2014 <sup>(2)</sup>	03/27/2024	Common Stock 60,000	16.33	D	
Stock Option	12/10/2014 <sup>(2)</sup>	12/10/2024	Common Stock 47,500	5.45	D	
Stock Option	01/01/2016 <sup>(2)</sup>	01/01/2026	Common Stock 50,000	6.15	D	

**Explanation of Responses:**

- Includes a total of 150,000 shares underlying restricted stock units. 85,000 of these restricted stock units will vest in January 2019, and the remaining 65,000 will vest in 4 equal annual tranches beginning in January 2019.
- Option vests and becomes exercisable over a four year period from date of grant.

**Remarks:**

/s/ Zhen Li 01/29/2018

\*\* 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 5 (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 Number.