

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

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>Anzalone Christopher Richard</u>			2. Issuer Name and Ticker or Trading Symbol <u>ARROWHEAD PHARMACEUTICALS, INC. [ARWR]</u>		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) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2019</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
<u>225 S. LAKE AVENUE SUITE 1050</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)			
<u>PASADENA</u>	<u>CA</u>	<u>91101</u>				

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/20/2019		M ⁽¹⁾		4,250	A	\$5.1	2,146,153	D	
Common Stock	09/20/2019		S		4,250	D	\$29	2,141,903	D	
Common Stock	09/23/2019		M ⁽¹⁾		41,755	A	\$5.1	2,183,658	D	
Common Stock	09/23/2019		S		41,755	D	\$29.04 ⁽²⁾	2,141,903	D	
Common Stock	09/24/2019		M ⁽¹⁾		66,645	A	\$5.1	2,208,548	D	
Common Stock	09/24/2019		S		53,972	D	\$28 ⁽³⁾	2,154,576	D	
Common Stock	09/24/2019		S		12,673	D	\$29.04 ⁽⁴⁾	2,141,903 ⁽⁵⁾	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$5.1	09/20/2019		M			4,250	01/01/2010 ⁽⁶⁾	10/08/2019	Common Stock	4,250	\$0.00	1,110,268	D	
Stock Option (right to buy)	\$5.1	09/23/2019		M			41,755	01/01/2010 ⁽⁶⁾	10/08/2019	Common Stock	41,755	\$0.00	1,068,513	D	
Stock Option (right to buy)	\$5.1	09/24/2019		M			66,645	01/01/2010 ⁽⁶⁾	10/08/2019	Common Stock	66,645	\$0.00	1,001,868	D	

Explanation of Responses:

1. This option exercise was completed as the underlying option was due to expire in October 2019.

2. The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.10, 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 \$28.00 to \$28.03, 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. The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.10, 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.

5. Includes a total of 933,333 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.

6. Represents first vesting date. Option vested over two years from date of grant.

Remarks:

/s/ Chris Anzalone

09/24/2019

** 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 Number.