

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>GIVEN DOUGLAS B</u> _____ (Last) (First) (Middle) 225 S. LAKE AVENUE SUITE 1050 _____ (Street) PASADENA CA 91101 _____ (City) (State) (Zip)			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 Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) 02/22/2019			
			4. 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2019		S ⁽¹⁾		3,000	D	\$18.05 ⁽²⁾	175,130	D	
Common Stock	02/26/2019		M		30,000	A	\$5.19	205,130	D	
Common Stock	02/26/2019		M		18,000	A	\$2.19	223,130	D	
Common Stock	02/26/2019		M		10,000	A	\$2.62	233,130	D	
Common Stock	02/26/2019		M		7,000	A	\$4.75	240,130	D	
Common Stock	02/26/2019		S		65,000	D	\$19.25 ⁽³⁾	175,130	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	Amount or Number of Shares				
Stock Option (right to buy)	\$5.19	02/26/2019		M			30,000	02/16/2013 ⁽⁴⁾	02/16/2022	Common Stock	30,000	\$0.00	35,000	D	
Stock Option (right to buy)	\$2.19	02/26/2019		M			18,000	03/21/2014 ⁽⁴⁾	03/21/2023	Common Stock	18,000	\$0.00	17,000	D	
Stock Option (right to buy)	\$2.62	02/26/2019		M			10,000	09/28/2013 ⁽⁴⁾	09/28/2022	Common Stock	10,000	\$0.00	7,000	D	
Stock Option (right to buy)	\$4.75	02/26/2019		M			7,000	09/21/2014 ⁽⁴⁾	09/21/2023	Common Stock	7,000	\$0.00	0	D	

Explanation of Responses:

- 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 \$17.92 to \$18.18, 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.
- The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.25 to \$19.30, 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.
- Options fully vested on the 1 year anniversary of the grant date.

Remarks:

/s/ Douglass Given

02/26/2019

** 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.