**FORM 4**

**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

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**1. Name and Address of Reporting Person**

**GIVEN DOUGLAS B**

(First) 177 E. COLORADO BLVD SUITE 700

(Middle) PASADENA CA 91105

(Last)

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**2. Issuer Name and Ticker or Trading Symbol**

**ARROWHEAD PHARMACEUTICALS, INC. [ ARWR ]**

**3. Date of Earliest Transaction (Month/Day/Year)**

09/09/2021

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

09/10/2021

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/09/2021</td>
<td>5</td>
<td>5,000</td>
<td>D</td>
<td>$65.24&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>109,868&lt;sup&gt;(2)&lt;/sup&gt;</td>
</tr>
</tbody>
</table>

**Common Stock**

- 13,875  I  By Trust<sup>(3)</sup>

**Common Stock**

- 12,500  I  By Trust<sup>(4)</sup>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $65.20 to $65.33, 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. Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting person which are subject to certain vesting conditions.

3. Represents securities owned directly by Anne Given Trust ("AG Trust"). Mr. Given, as co-trustee of AG Trust, may be deemed to beneficially own the securities owned directly by AG Trust.

4. Represents securities owned directly by Katherine Given Ligtenberg Trust ("KGL Trust"). Mr. Given, as co-trustee of KGL Trust, may be deemed to beneficially own the securities owned directly by KGL Trust.

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**Remarks:**

/s/Douglass Given  09/10/2021  **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).


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.