

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

February 21, 2024

Date of Report
(Date of earliest event reported)

Arrowhead Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38042
(Commission
File Number)

46-0408024
(IRS Employer
Identification No.)

177 E. Colorado Blvd, Suite 700, Pasadena, CA 91105
(Address of principal executive offices, including Zip Code)
(626) 304-3400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.001 per share | ARWR | The Nasdaq Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Amendment No. 1 amends the Current Report on Form 8-K (the "Original 8-K") Arrowhead Pharmaceuticals, Inc. (the "Company") filed with the Securities and Exchange Commission on February 21, 2024, regarding, among other things, the appointment of Hongbo Lu, Ph.D., as a member of the Board of Directors of the Company (the "Board"), to report that on March 14, 2024, the Board approved an amendment to the effective date of (i) Dr. Lu's appointment to the Board and (ii) increase in size of the Board. The disclosure included in the Original 8-K otherwise remains unchanged.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Hongbo Lu as a Director

On March 14, 2024, the Board approved an amendment to the effective date of (i) Dr. Lu's appointment to the Board and (ii) the increase in size of the Board from seven to eight members, each to be effective as of March 15, 2024 ("Amended Effective Date"). All other disclosures in the Original 8-K remain unchanged.

As reported in the Original 8-K, Dr. Lu will receive standard compensation and equity awards available to non-employee directors of the Company. The Company's non-employee director compensation program is described in the "Director Compensation" section of the Company's definitive Proxy Statement filed with the Securities and Exchange Commission (the "SEC") on January 26, 2024. In addition, in connection with her appointment, Dr. Lu shall receive a sign-on grant of restricted stock units valued at \$761,666. These restricted stock units are scheduled to vest over three years.

There are no family relationships between Dr. Lu and any of the Company's directors or executive officers, and Dr. Lu does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 18, 2024

ARROWHEAD PHARMACEUTICALS, INC.

By: /s/ Kenneth Myszkowski

Kenneth Myszkowski
Chief Financial Officer