

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 3, 2017

Arrowhead Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-21898
(Commission
File Number)

46-0408024
(IRS Employer
Identification No.)

225 South Lake Avenue, Suite 1050, Pasadena, CA 91101
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (626) 304-3400

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))

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.

Item 2.02 Results of Operations and Financial Condition

On May 3, 2017, Arrowhead Pharmaceuticals, Inc. announced and commented on its fiscal 2017 second quarter financial results for the period ended March 31, 2017. A copy of the press release is furnished herewith as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------|
| 99.1 | Press Release, dated May 3, 2017. |

**PRESS RELEASE**

May 3, 2017

Arrowhead Reports Fiscal 2017 Second Quarter Results*- Conference Call and Webcast Today at 4:30 p.m. EDT*

PASADENA, Calif., May 3, 2017 — Arrowhead Pharmaceuticals, Inc. (NASDAQ: ARWR), today announced financial results for its fiscal 2017 second quarter ended March 31, 2017. The company is hosting a conference call at 4:30 p.m. EDT to discuss results.

Conference Call and Webcast Details

Investors may access a live audio webcast on the Company's website at <http://ir.arrowheadpharma.com/events.cfm>. For analysts that wish to participate in the conference call, please dial 855-215-6159 or 315-625-6887 and enter Conference ID 12326590.

A replay of the webcast will be available on the company's website approximately two hours after the conclusion of the call and will remain available for 90 days. An audio replay will also be available approximately two hours after the conclusion of the call and will be available for 3 days. To access the audio replay, dial 855-859-2056 or 404-537-3406 and enter Conference ID 12326590.

Selected Fiscal 2017 Second Quarter and Recent Events

- Presented clinical data on former drug candidates ARC-520, ARC-521, and ARC-AAT at the EASL International Liver Congress with data that included the following findings:
 - Multiple-dose treatment with ARC-520 in combination with entecavir led to:
 - Reductions in hepatitis B surface antigen, or HBsAg, of up to 3.1 logs with a mean maximum reduction of 2.2 logs
 - Reductions in HBV DNA of several logs and to an undetectable level in many patients
 - ARC-521 appeared active against HBV gene products derived from both cccDNA and integrated HBV DNA
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- o ARC-AAT treatment led to deep, durable, and dose-dependent reductions of serum AAT with similar levels of knockdown observed in healthy volunteers and patients
 - Continued progress on preclinical pipeline including ARO-HBV, ARO-AAT, ARO-F12, ARO-HIF2 and additional programs against undisclosed targets
 - Continued progress on cardiovascular disease collaboration with Amgen, which includes ARO-LPA and ARO-AMG1
 - Made key advancements in platform technology development including:
 - o A proprietary subcutaneously administered, liver-targeted delivery vehicle
 - o An extra-hepatic delivery platform, which includes multiple designs and structures depending on the type of extra-hepatic tissue that is being targeted
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Selected Fiscal 2017 Second Quarter Financial Results
**ARROWHEAD PHARMACEUTICALS, INC.
CONSOLIDATED CONDENSED FINANCIAL INFORMATION (unaudited)**

| OPERATING SUMMARY | Three Months Ended March 31, | | Six Months Ended March 31, | |
|---|---|-------------------------------|---------------------------------------|------------------------|
| | 2017 | 2016 | 2017 | 2016 |
| REVENUE | \$ 8,985,930 | \$ 43,750 | \$ 13,351,426 | \$ 87,500 |
| OPERATING EXPENSES | | | | |
| Research and development | 6,976,825 | 10,020,826 | 16,503,876 | 20,359,659 |
| Salaries and payroll-related costs | 3,583,999 | 4,248,693 | 7,860,105 | 8,168,579 |
| General and administrative expenses | 1,622,873 | 3,818,335 | 3,477,048 | 5,769,944 |
| Stock-based compensation | 1,744,231 | 2,416,839 | 4,168,673 | 4,797,182 |
| Depreciation and amortization | 1,187,644 | 803,912 | 2,373,255 | 1,598,261 |
| TOTAL OPERATING EXPENSES | 15,115,572 | 21,308,605 | 34,382,957 | 40,693,625 |
| OPERATING LOSS | (6,129,642) | (21,264,855) | (21,031,531) | (40,606,125) |
| OTHER INCOME/(EXPENSE), PROVISION FOR INCOME TAXES | 87,085 | 448,995 | 2,902,864 | 525,851 |
| NET LOSS | \$ (6,042,557) | \$ (20,815,860) | \$ (18,128,667) | \$ (40,080,274) |
| NET LOSS PER SHARE (BASIC AND DILUTED): | \$ (0.08) | \$ (0.35) | \$ (0.25) | \$ (0.67) |
| WEIGHTED AVERAGE SHARES OUTSTANDING | 74,629,855 | 59,779,128 | 73,019,726 | 59,663,270 |
| FINANCIAL POSITION SUMMARY | March 31, 2017 | September 30, 2016 | | |
| CASH AND CASH EQUIVALENTS | 61,718,971 | 85,366,448 | | |
| SHORT-TERM INVESTMENTS | 24,910,492 | - | | |
| TOTAL CASH RESOURCES (CASH AND INVESTMENTS) | 86,629,463 | 85,366,448 | | |
| OTHER ASSETS | 40,242,180 | 42,810,057 | | |
| TOTAL ASSETS | 126,871,643 | 128,176,505 | | |
| TOTAL LIABILITIES | 33,535,154 | 33,152,246 | | |
| TOTAL STOCKHOLDERS' EQUITY | 93,336,489 | 95,024,259 | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | 126,871,643 | 128,176,505 | | |
| SHARES OUTSTANDING | 74,772,103 | 69,746,685 | | |

About Arrowhead Pharmaceuticals

Arrowhead Pharmaceuticals develops medicines that treat intractable diseases by silencing the genes that cause them. Using a broad portfolio of RNA chemistries and efficient modes of delivery, Arrowhead therapies trigger the RNA interference mechanism to induce rapid, deep, and durable knockdown of target genes. RNA interference, or RNAi, is a mechanism present in living cells that inhibits the expression of a specific gene, thereby affecting the production of a specific protein. Arrowhead's RNAi-based therapeutics leverage this natural pathway of gene silencing.

For more information, please visit www.arrowheadpharma.com, or follow us on Twitter [@ArrowheadPharma](https://twitter.com/ArrowheadPharma). To be added to the Company's email list and receive news directly, please visit <http://ir.arrowheadpharma.com/alerts.cfm>.

Safe Harbor Statement under the Private Securities Litigation Reform Act:

This news release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based upon our current expectations and speak only as of the date hereof. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including the safety and efficacy of our product candidates, the duration and impact of regulatory delays in our clinical programs, our ability to finance our operations, the future success of our scientific studies, our ability to successfully develop drug candidates, the timing for starting and completing clinical trials, rapid technological change in our markets, and the enforcement of our intellectual property rights. Our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q discuss some of the important risk factors that may affect our business, results of operations and financial condition. We assume no obligation to update or revise forward-looking statements to reflect new events or circumstances.

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