FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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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

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     De Backer Marianne					2. Issuer Name and Ticker or Trading Symbol ARROWHEAD PHARMACEUTICALS, INC. [ ARWR ]									k all app Direc	tor	ig Feis	10% O	wner
OLORADO	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2022												below)	specify
ENA CA				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X	′				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				Execut n/Day/Year) if any		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)					and 5) Secur Benef Owne		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Pric	е	Transa	saction(s)			(Instr. 4)
Common Stock 01/03/2					22			S		2,244(1)	D	D \$64		<sup>(2)</sup> 19,256			D	
Common Stock 01/03/20					22			S		1,984(1)	D	\$65	5.01 <sup>(3)</sup>	1	17,272		D	
Common Stock 01/03/2					)22			s 272 <sup>(1)</sup>		D	\$6	6.25	1	17,000		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
crivative conversion or Exercise (Month/Day/Year) if any (Month/Day/Year) Security				of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative rities pired r osed )	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amount or Number of		De Se (In:	rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	ENA CA  (St  Security (Inst  Stock  Stock  Stock  Conversion or Exercise Price of Derivative	Conversion or Exercise Price of Derivative (Month/Day/Year)	Conversion or Exercise Price of Derivative ENA CA 91105  (State) (Zip)  Table I - No  Security (Instr. 3)  Table II  2. (State) (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Conversion or Exercise Price of Derivative Pri	Conversion or Exercise Price of Derivative Security (Month/Day/Year)  SIDENA CA 91105  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock 01/03/2022  Table II - Derivative Security (e.g., puts, catherina price of Derivative Security (Month/Day/Year)  3. De 01/03/2022  2. Transaction Date (e.g., puts, catherina price of Derivative Security (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  Show the first transaction Date (Month/Day/Year)  Show the first transaction Date (Month/Day/Year)  Show the first transaction Date (Month/Day/Year)	Conversion or Exercise Price of Derivative of Execution Date (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  3. Date of E 01/03/2022  4. If Amend  2. Transaction Date (Month/Day/Year)  Stock  01/03/2022  Table II - Derivative Security (e.g., puts, calls, version or Exercise Price of Derivative (Month/Day/Year)  3. Date of E 01/03/2022  4. If Amend  2. Transaction Date (Round)  3. Date of E 01/03/2022  4. If Amend  3. Date of E 01/03/2022  4. If Amend  3. Date of E 01/03/2022  4. Transaction Code (Instr. 8)	Conversion or Exercise Price of Derivative Security  2. Table II - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year)  3. Date of Earliest 01/03/2022  4. If Amendment,  2. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)  2. Conversion or Exercise (e.g., puts, calls, warra (month/Day/Year)  3. Date of Earliest 01/03/2022  4. If Amendment,  2. Transaction Date (month/Day/Year)  3. Deemed Execution Date (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)  3. Date of Earliest 01/03/2022	Security (Instr. 3)  Table I - Non-Derivative Securities Accompany (Month/Day/Year)  Stock  Stock  101/03/2022  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 01/03/2022  24. If Amendment, Date of Execution Date, if any (Month/Day/Year)  25. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  26. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  27. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  28. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  29. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  29. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  20. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  20. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  20. Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  21. Transaction Date (e.g., puts, calls, warrants, graph of the puts of th	DLORADO BLVD  3. Date of Earliest Transaction 01/03/2022  4. If Amendment, Date of Origin  Table I - Non-Derivative Securities Acquired Execution Date, (Month/Day/Year)  Price of Derivative Securities Acquired, (e.g., puts, calls, warrants, optic of Correcties Price of Derivative Security  Security  3. Date of Earliest Transaction 01/03/2022  4. If Amendment, Date of Origin  2. Transaction Date (Execution Date, (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction 24. If Amendment, Date of Origin  2. Transaction Date (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, warrants, optic of Exercise Price of Date (Month/Day/Year)  3. Date of Earliest Transaction 25. If Amendment, Date of Origin  3. Date of Earliest Transaction 25. If Amendment, Date of Origin  3. Transaction Date (E.g., puts, Calls, Warrants)  4. Transaction Date (E.g., puts, Calls, Warrants, Optic Origin)  2. Transaction Date (E.g., puts, Calls, Warrants, Optic Origin)  2. Transaction Date (E.g., puts, Calls, Warrants, Optic Origin)  3. Date of Earliest Transaction 25. If Amendment, Date of Origin  3. Transaction Date (E.g., puts, Calls, Warrants, Optic Origin)  4. Transaction Date (E.g., puts, Calls, Warrants, Optic Origin)  5. Number of Exprise (Month, Origin)  6. Date Origin	Code (Instr. 3)  Stock  Stock  Table I - Non-Derivative Securities Acquired, Distance (Month/Day/Year)  Stock  Stock  O1/03/2022  Stock  Table II - Derivative Securities Acquired, Distance (Month/Day/Year)  Stock  O1/03/2022  Stock  Table II - Derivative Securities Acquired, Distance (Month/Day/Year)  Stock  O1/03/2022  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date  O1/03/2022  Stock  Date  O1/03/2022  Date  Date  Date  Date	DLORADO BLVD  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2022  4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2022  4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2022  4. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2022  5. Transaction Date (Month/Day/Year) 11/03/2022  5. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  6. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  6. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  7. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  8. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  8. Transaction Disposed Of Original Filed (Month/Day/Year) 11/03/2022  9. Transaction Disposed Original Fi	Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security (Month/Day/Year)  Stock  O1/03/2022  S  1,984(1)  D  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Expiration Date  Date  Expiration Date  Expiration Date  Date  Expiration Date  Expiration Date  Derivative Securities  Expiration Date  Derivative Securities  Expiration Date  Derivative Securities  Expiration Date  Derivative Securities  Expiration Date  Expiration Date  Derivative Securities  Expiration Date  Derivative Securities  Expiration Date  Expiration Date  Derivative Securities  Derivative Securities  Derivative Securities  Derivative Securities  Derivati	Stock   01/03/2022   S   1,984(1)   D   \$62	Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (State)  Z. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Z. Transaction Date (Month/Day/Year)  Z. Transaction Date (Month/Day/Year)  Stock  01/03/2022  S	Security (Instr. 3)   Security (Instr. 3)	A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8)  Stock  01/03/2022  S 1,984(I) D \$65.01(3) 17,272  Stock  01/03/2022  S 2,244(I) D \$66.25 17,000  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned  Stock  01/03/2022  S 1,984(I) D \$65.01(3) 17,272  Stock  01/03/2022  S 2,244(I) D \$66.25 17,000  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  Amount of Securities (Instr. 4)  Amount of North/Day/Year)  Securities Acquired (A) or Price (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Beneficially Owned)  (E.g., puts, calls, warrants, options, convertible securities)  Amount of Securities (Instr. 4)  Amount of North/Day/Year)  (Instr. 4)	Stock   01/03/2022   S   2,244(10)   D   \$66,25   17,000	DLORADO BLVD  3. Date of Earliest Transaction (Month/Day/Year)  Olivial (State)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Olivial (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Form filed by More than One Rep Person  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  One of Following Reported (Instr. 3)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock (Month/Day/Year)  Stock (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock (Month/Day/Year)  Stock (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock (Month/Day/Year)  Stock (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form filed by More than One Rep Person  Stock (Month/Day/Year)  Stock (Month/Day/Year)  Stock  Olivial (Olivial or Joint/Group Filing (Check A Countries) Form Direct (Olivial Olivial or Joint/Group Filing (Check A Countries) Form Direct (Olivial Olivial Ol

## **Explanation of Responses:**

- 1. The sale was made to generate proceeds to cover the tax liability incident to the vesting of restricted stock units.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.72 to \$64.69, 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 in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.73 to \$65.57, 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.

## Remarks:

/s/ Marianne De Backer

01/04/2022

\*\* 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.