

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

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

1. Name and Address of Reporting Person* <u>Myszkowski Kenneth Allen</u> (Last) (First) (Middle) 177 E. COLORADO BLVD SUITE 700 (Street) PASADENA CA 91105 (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) Director 10% Owner X Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/25/2020		M		12,000	A	\$9.9	396,223	D	
Common Stock	02/25/2020		M		2,000	A	\$5.19	398,223	D	
Common Stock	02/25/2020		M		6,495	A	\$14.54	404,718	D	
Common Stock	02/25/2020		M		12,116	A	\$7.75	416,834	D	
Common Stock	02/25/2020		M		10,834	A	\$6.15	427,668	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					
Stock Option (right to buy)	\$9.9	02/25/2020		M		12,000		09/01/2010 ⁽¹⁾	08/16/2020	Common Stock	12,000	\$0.00	104,116	D
Stock Option (right to buy)	\$5.19	02/25/2020		M		2,000		03/01/2012 ⁽¹⁾	02/16/2022	Common Stock	2,000	\$0.00	102,116	D
Stock Option (right to buy)	\$14.54	02/25/2020		M		6,495		03/01/2014 ⁽¹⁾	02/06/2024	Common Stock	6,495	\$0.00	95,621	D
Stock Option (right to buy)	\$7.75	02/25/2020		M		12,116		04/06/2015 ⁽¹⁾	03/06/2025	Common Stock	12,116	\$0.00	83,505	D
Stock Option (right to buy)	\$6.15	02/25/2020		M		10,834		02/01/2016 ⁽¹⁾	01/01/2026	Common Stock	10,834	\$0.00	72,671	D

Explanation of Responses:

1. Represents the first vesting date. Option vested over four years from date of grant.

Remarks:

/s/ Ken Myszkowski

02/27/2020

** 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.