

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ARROWHEAD RESEARCH CORPORATION
(Name of small business issuer in its charter)

Delaware

(State of incorporation)

46-0408024

(I.R.S. Employer
Identification No.)

150 S. Los Robles, Suite 480
Pasadena, California 91101
(626) 792-5549
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

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

Title of each class to be so registered	Name or each exchange on which each class is to be so registered
None	None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
Not Applicable

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

Warrants to purchase shares of Common Stock

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of registrant's Warrants to purchase shares of Common Stock contained in registrant's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission on January 13, 2004, is incorporated herein in response to this item.

ITEM 2. EXHIBITS.

Number -----	Description -----
4.1	Form of Warrant to Purchase Shares of the Common Stock of Arrowhead Research Corporation, a Delaware corporation *
4.2	Registration Rights Agreement dated January 12, 2004 (1)
4.3	Standstill and Registration Rights Agreement dated January 12, 2004 (1)

* Filed herewith.

(1) Incorporated by reference from the exhibits to the Annual Report on Form 10-KSB filed by the registrant on January 13, 2004.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ARROWHEAD RESEARCH CORPORATION

Date: February 23, 2004

By: /s/ R. Bruce Stewart

R. Bruce Stewart, President

