

**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): June 7, 2005

Arrowhead Research Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-21898
(Commission File Number)

46-0408024
(I.R.S. Employer
Identification No.)

1118 East Green Street, Pasadena, CA
(Address of principal executive offices)

91106
(Zip Code)

Registrant's telephone number, including area code: (626) 792-5549

Not Applicable
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))
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Item 8.01. Other Events.

On June 7, 2005, Arrowhead Research Corporation, (the "Company") announced that its warrants to purchase common stock (the "Warrants") (NASDAQ: ARWRW) will be delisted from The Nasdaq Stock Market after the close of business on Wednesday, June 8, 2005. The Company will delist the Warrants as part of its previously announced Warrant Redemption plan. Warrant holders will be able to exercise their Warrants after delisting, until 4:00 PM PT on Tuesday, June 14, 2005 (the "Exercise Deadline"). Unless the Exercise Deadline is extended, Warrants not properly exercised by the Exercise Deadline will be redeemed by the Company for \$0.001 per share on Wednesday, June 15, 2005.

As of this filing, the Company has 18,358,497 shares of Common Stock and 9,650,280 Warrants outstanding. If all these outstanding warrants are exercised, the Company will have received, in total, approximately \$21 million in exercise proceeds. The Company anticipates using the proceeds to fund the Company's subsidiaries, the Company's research projects and for general working capital.

The Company's press release announcing that the Company's Warrants will be delisted from the Nasdaq Stock Market is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release announcing the delisting of Arrowhead Warrants from The Nasdaq Stock Market dated June 7, 2005. |

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 hereunto duly authorized.

Date: June 7, 2005

ARROWHEAD RESEARCH CORPORATION

By: /s/ Joseph T. Kingsley

Joseph T. Kingsley, Chief Financial Officer



PRESS RELEASE

June 7, 2005

7 am ET

**ARROWHEAD'S WARRANTS (ARWRW) TO DELIST AT CLOSE OF BUSINESS ON
JUNE 8, 2005 IN ANTICIPATION OF JUNE 14, 2005 EXERCISE DEADLINE**

PASADENA, CA June 7, 2005 — Arrowhead Research Corporation, (the "Company") will delist its warrants to purchase common stock (the "Warrants") (NASDAQ: ARWRW) from The Nasdaq Stock Market after the close of business on Wednesday, June 8, 2005. The Company is delisting the Warrants as part of its previously announced Warrant Redemption plan. Warrant holders will be able to exercise their Warrants after delisting, until 4:00 PM PT on Tuesday, June 14, 2005 (the "Exercise Deadline"). Unless the Exercise Deadline is extended, Warrants not properly exercised by the Exercise Deadline will be redeemed by the Company for \$0.001 per share on Wednesday, June 15, 2005.

Currently the Company has 18.3 million shares of common stock and 9.9 million common stock purchase warrants outstanding. If all these outstanding warrants are exercised, the Company will have received, in total, approximately \$21 million in exercise proceeds. The Company anticipates using the proceeds to fund the Company's subsidiaries, the Company's research projects and for general working capital.

About Arrowhead Research Corporation

Arrowhead Research Corporation is a diversified nanotechnology company structured to commercialize products expected to have revolutionary impacts on a variety of industries including materials, electronics, life sciences, and energy.

There are three strategic components to Arrowhead's business model:

- **Outsourced R&D Program**: Arrowhead identifies patented or patent pending technologies at universities or government labs and funds additional development of those technologies in exchange for exclusive rights to commercialize the resulting prototypes. Leveraging the resources and infrastructure of these institutions provides Arrowhead with a highly cost-effective development pipeline. Currently, Arrowhead is supporting efforts in stem cell technology, nanomaterials, nanoelectronics, and nanobiotools at the California Institute of Technology and Stanford University.
- **Commercialization Program**: After prototypes have been sufficiently developed in the laboratories, Arrowhead forms or acquires majority-owned subsidiaries to commercialize the technology and provides the subsidiaries with strategic, managerial, and operational support. At present, Arrowhead owns majority interest in subsidiaries commercializing diverse technologies including anti-cancer drugs, RNAi therapeutics and compound semiconductor materials.
- **The Patent Toolbox**: Arrowhead has acquired or exclusively licensed patents and patent applications covering a broad range of nanotechnology. The Company is actively seeking to add to this intellectual property portfolio.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

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 recent economic slowdown affecting technology companies, our ability to successfully develop products, rapid technological change in our markets, changes in demand for our future products, legislative, regulatory and competitive developments and general economic conditions. Our Annual Report on Form 10-KSB, recent and forthcoming Quarterly Reports on Form 10-QSB, recent Current Reports on Forms 8-K, our Registration Statements on Form S-3, and other SEC filings discuss some of the important risk factors that may affect our business, results of operations and financial condition. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Contact

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