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**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): February 22, 2008**

**Arrowhead Research Corporation**

**(Exact name of registrant as specified in its charter)**

**0-21898**

**(Commission File Number)**

**Delaware**

**(State or other jurisdiction of incorporation)**

**46-0408024**

**(IRS Employer Identification No.)**

**201 South Lake Avenue, Suite 703, Pasadena, California 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))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Arrowhead Research Corporation (“**Arrowhead**”) will assume active management of Insert Therapeutics, Inc. (“**Insert**”) and Calando Pharmaceuticals, Inc. (“**Calando**”), both majority-owned subsidiaries, to focus resources on bringing multiple products to the clinic. To facilitate the centralization of the management of Insert and Calando at the Arrowhead level, on February 22, 2008, Larry G. Stambaugh stepped down from his positions as Director, Chief Executive Officer and President of Insert and Calando and will assume a consulting role to Insert and Calando to help establish partnerships with larger pharmaceutical companies. As of the same date, John G. Petrovich also stepped down from his position as Executive Vice President of each of Insert and Calando.

Messrs. Stambaugh and Petrovich will both receive severance payments upon execution of a release and waiver. Mr. Stambaugh will receive severance pursuant to the terms of his Employment Agreement, dated as of October 31, 2007, with Insert and Calando, however, in lieu of the acceleration of stock options, Mr. Stambaugh will receive 25,000 shares of unregistered common stock of the surviving entity following the merger of Insert and Calando. Mr. Petrovich will receive three months salary (\$81,250). Insert and Calando are endeavoring to finalize and document the terms of these arrangements.

Effective February 26, 2008, James Hamilton, a Vice President of Arrowhead, was appointed Chief Executive Officer of each of Insert and Calando. The terms of Mr. Hamilton’s employment have not changed as result of his appointment.

**Item 9.01 Exhibits**

99.1 Press release dated February 28, 2008

**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: February 28, 2008

ARROWHEAD RESEARCH CORPORATION

By: /s/ Paul McDonnel  
Paul McDonnel  
Chief Financial Officer

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PRESS RELEASE  
February 28, 2008  
7:00 AM ET

Contact: Virginia Dadey  
212-541-3707  
[vdadey@arrowres.com](mailto:vdadey@arrowres.com)

**ARROWHEAD STREAMLINES BUSINESS MODEL OF NANBIOTECH SUBS,  
CALANDO PHARMACEUTICALS AND INSERT THERAPEUTICS**

PASADENA, Calif.—February 28, 2008—Arrowhead Research Corporation (Nasdaq: ARWR) announced today a fundamental streamlining of its majority-owned subsidiaries, Calando Pharmaceuticals and Insert Therapeutics. Arrowhead will assume active management of the companies and focus resources on bringing multiple products to the clinic as rapidly as possible. Arrowhead's expanded role is intended to make Calando and Insert operations more efficient. This is a process that includes a merger of the companies, which has been submitted to shareholders. Larry Stambaugh has stepped down from his role as CEO of both companies but will remain a consultant to help establish partnerships with larger pharmaceutical companies.

The siRNA and small molecule delivery technologies that are the basis of Insert and Calando are well-developed. The companies may now focus exclusively on bringing products into clinical trials and sourcing partners to bring these products to market. The new approach involving management centralized at the Arrowhead level and scaled back infrastructure is a response to current consolidation within the pharmaceutical industry. It is more capital efficient to leverage existing sales, marketing and distribution infrastructure of established pharmaceutical companies than for Calando and Insert to invest in building their own. This model will enable Arrowhead shareholders to capture more value while decreasing their risk profile. In addition, the greater operational role that Arrowhead will play is a direct result of the increased capabilities it has been building in the nano-bio space.

“We believe the best way to build shareholder value is not to build a large pharmaceutical company at this time, but rather a small, fast, and focused company,” said Dr. Chris Anzalone, Arrowhead CEO. “Calando and Insert have powerful platforms and we are confident that we can introduce many products to the clinic and execute good partnerships with leading pharmaceutical companies.”

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### **About Arrowhead Research Corporation**

Arrowhead Research Corporation ([www.arrowheadresearch.com](http://www.arrowheadresearch.com)) (NASDAQ:ARWR) is a leading nanotechnology company commercializing new technologies in the areas of life sciences, electronics and energy. Arrowhead is building value for shareholders through the progress of majority owned subsidiaries founded on nanotechnologies originally developed at universities. The company works closely with universities to source early stage deals and to generate rights to intellectual property covering promising new nanotechnologies. Currently, Arrowhead has five subsidiaries commercializing nanotech products and applications, including anti-cancer drugs, RNAi therapeutics, fullerene anti-oxidants, carbon-based electronics and compound semiconductor materials.

### **About Calando Pharmaceuticals Inc. and Insert Therapeutics, Inc.**

Calando Pharmaceuticals Inc. is a biopharmaceuticals company using proprietary technologies developed by Professor Mark Davis at Caltech to deliver targeted siRNA and small molecule therapeutics. Calando combines its innovative RONDEL™ system of polymeric delivery with siRNA to solve the long-standing obstacle of effective delivery and targeting for this revolutionary new field of medicine using RNA interference, or “RNAi”. Based upon the innovative breakthrough in siRNA delivery enabled by the RONDEL™ system, the potential of using siRNA in new systemic therapies, upstream from the mode of action of most drugs today, may finally be realized.

Insert’s lead therapeutic candidate, IT-101, composed of its CycloSert™ delivery technology and a small molecule anticancer agent – camptothecin—is currently in a phase 1 trial at City of Hope in Pasadena, CA. The combined company plans to continue its development of RONDEL™ and CycloSert™ through both internal R&D and in collaborations and partnerships with pharmaceutical and biotechnology companies. Calando expects that it will enter into collaborations with other companies working in the siRNA field to combine our delivery system with their siRNA to advance other innovative treatments for indications in oncology, viral infections, CNS, and metabolic and autoimmune diseases, among others.

### **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 future success of our clinical studies, our ability to successfully develop and manufacture products, rapid technological change in our industry, changes in demand for our future products, legislative, regulatory and competitive developments and general economic conditions. Our Annual Report on Form 10-K, and other SEC filings discuss these and other 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.*