The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)  | Previous Names | Entity Type
---|---|---
0000879407 | None | Corporation

Name of Issuer

ARROWHEAD RESEARCH CORP

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

ARROWHEAD RESEARCH CORP

Street Address 1

225 South Lake Avenue

Suite 1050

City

Pasadena

State/Province/Country

CALIFORNIA

ZIP/PostalCode

91101

Phone Number of Issuer

626-304-3400

3. Related Persons

Last Name | First Name | Middle Name
---|---|---
Anzalone | Christopher | 

Street Address 1

225 South Lake Avenue

Suite 1050

City

Pasadena

State/Province/Country

CALIFORNIA

ZIP/PostalCode

91101

Relationship: X Executive Officer X Director

Clarification of Response (if Necessary):

Last Name | First Name | Middle Name
---|---|---
Frykman | Edward | 

Street Address 1

225 South Lake Avenue

Suite 1050

City

Pasadena

State/Province/Country

CALIFORNIA

ZIP/PostalCode

91101

Relationship: X Executive Officer

Clarification of Response (if Necessary):

Last Name | First Name | Middle Name
---|---|---
McKenney | Charles | 

Street Address 1

225 South Lake Avenue

Suite 1050

City

Pasadena

State/Province/Country

CALIFORNIA

ZIP/PostalCode

91101

Relationship:
<table>
<thead>
<tr>
<th>First Name</th>
<th>Middle Name</th>
<th>Last Name</th>
<th>Street Address 1</th>
<th>Street Address 2</th>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kenneth</td>
<td>A.</td>
<td>Myszkowski</td>
<td>225 South Lake Avenue</td>
<td>Suite 1050</td>
<td>Pasadena</td>
<td>CALIFORNIA</td>
<td>91101</td>
</tr>
<tr>
<td>Mauro</td>
<td></td>
<td>Ferrari</td>
<td>225 South Lake Avenue</td>
<td>Suite 1050</td>
<td>Pasadena</td>
<td>CALIFORNIA</td>
<td>91101</td>
</tr>
<tr>
<td>Douglass</td>
<td></td>
<td>Given</td>
<td>225 South Lake Avenue</td>
<td>Suite 1050</td>
<td>Pasadena</td>
<td>CALIFORNIA</td>
<td>91101</td>
</tr>
<tr>
<td>Michael</td>
<td>S.</td>
<td>Perry</td>
<td>225 South Lake Avenue</td>
<td>Suite 1050</td>
<td>Pasadena</td>
<td>CALIFORNIA</td>
<td>91101</td>
</tr>
</tbody>
</table>

**Clarification of Response (if Necessary):**

1. **Myszkowski Kenneth A.**
2. **Ferrari Mauro**
3. **Given Douglass**
4. **Perry Michael S.**

---

**4. Industry Group**
Agriculture
Banking & Financial Services
  Commercial Banking
  Insurance
  Investing
  Investment Banking
  Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
Yes  No

Other Banking & Financial Services

Business Services
  Energy
    Coal Mining
    Electric Utilities
    Energy Conservation
    Environmental Services
    Oil & Gas
    Other Energy
  Health Care
    Biotechnology
    Health Insurance
    Hospitals & Physicians
    Pharmaceuticals
    Other Health Care
  Manufacturing
  Real Estate
    Commercial
    Construction
    REITS & Finance
    Residential
    Other Real Estate
  Other Energy
  Other

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range OR Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues OR No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000 OR $1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000 OR $5,000,001 - $25,000,000</td>
</tr>
<tr>
<td>$5,000,001 - $25,000,000 OR $25,000,001 - $50,000,000</td>
</tr>
<tr>
<td>$25,000,001 - $100,000,000 OR $50,000,001 - $100,000,000</td>
</tr>
<tr>
<td>Over $100,000,000 OR Over $100,000,000</td>
</tr>
<tr>
<td>Decline to Disclose OR Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable OR Not Applicable</td>
</tr>
</tbody>
</table>

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| Rule 504(b)(1) (not (i), (ii) or (iii)) |
| Rule 504 (b)(1)(i) |
| Rule 504 (b)(1)(ii) |
| Rule 504 (b)(1)(iii) |
| Rule 505 |
| Rule 506(b) |
| Rule 506(c) |
| Securities Act Section 4(a)(5) |

| Investment Company Act Section 3(c) |
| Section 3(c)(1) |
| Section 3(c)(2) |
| Section 3(c)(3) |
| Section 3(c)(4) |
| Section 3(c)(5) |
| Section 3(c)(6) |
| Section 3(c)(7) |
| Section 3(c)(8) |
| Section 3(c)(9) |
| Section 3(c)(10) |
| Section 3(c)(11) |
| Section 3(c)(12) |
| Section 3(c)(13) |
| Section 3(c)(14) |

7. Type of Filing

New Notice  Date of First Sale 2013-10-11  First Sale Yet to Occur
8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes □ No X

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes □ No X

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $3,000,000 USD

12. Sales Compensation

Recipient: Jonathan Fassberg
Recipient CRD Number 2445289
(Associated) Broker or Dealer None
Trout Capital LLC
Street Address 1 740 Broadway, 9th Floor
City New York
State/Province/Country NEW YORK
ZIP/Postal Code 10003
State(s) of Solicitation (select all that apply) Check “All States” or check individual States X All States
Foreign/non-US

Recipient: Jefferies LLC
Recipient CRD Number 2347
(Associated) Broker or Dealer None
Jefferies LLC
Street Address 1 520 Madison Avenue
City New York
State/Province/Country NEW YORK
ZIP/Postal Code 10022
State(s) of Solicitation (select all that apply) Check “All States” or check individual States X All States
Foreign/non-US

Recipient: Piper Jaffray & Co.
Recipient CRD Number 665
(Associated) Broker or Dealer None
Piper Jaffray & Co.
Street Address 1 800 Nicolet Mall
City Minneapolis
State/Province/Country MINNESOTA
ZIP/Postal Code 55340
13. Offering and Sales Amounts

Total Offering Amount $64,000,000 USD or Indefinite
Total Amount Sold $64,000,000 USD
Total Remaining to be Sold $0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

[11]

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $3,840,000 USD Estimate
Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Funding of the Company's operations

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.
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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.