
**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 25, 2009

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, CA 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 1.01. Entry into a Material Definitive Agreement.

On February 25, 2009, Arrowhead (the "Company") entered into an exchange agreement (the "Exchange Agreement") with several holders of Unidym, Inc. ("Unidym") Series A Preferred Stock. Pursuant to the agreement, Arrowhead will exchange (the "Exchange") an aggregate of 1,564,610 shares of restricted Arrowhead common stock (the "Exchanged Arrowhead Stock") for an aggregate of 1,564,610 shares of Unidym Series A Preferred Stock (the "Exchanged Series A Stock") with the holders after notice periods for rights of first refusal are satisfied. Each share of Unidym Series A Preferred Stock is convertible into 1.68 shares of Unidym common stock. The Exchanges of Series A Stock represents 6.6% of the outstanding stock of Unidym and 7.9% of the stock of Unidym on an as converted, fully diluted basis. The Exchange Agreement provides for a one year prohibition on sales of the Exchanged Arrowhead Stock. If the Exchange of stock is not closed by June 1, 2009, the Exchange Agreement will terminate.

On March 30, 2009, the Company entered into a subscription agreement (the "Subscription Agreement") with Unidym for the purchase of 125,000 shares of Series C-1 Preferred Stock for an aggregate purchase price of \$225,000. Shares of Series C-1 carry the same rights and preferences as the existing Series C Preferred Stock (the "Series C"), except that the Series C-1 are senior to the Series C and all other outstanding stock of Unidym, and the Series C-1 have a \$2.16 per share liquidation preference, subject to increase to \$3.60 per share in the event Unidym fails to achieve a defined cash flow requirement by June 30, 2009 (as defined in the Certificate of Amendment of the Amended and Restated Certificate of Incorporation (the "Restated Certificate"). The cash flow requirement is the receipt by Unidym of cash proceeds of at least \$7 million from the date of the Restated Certificate through June 30, 2009 from any combination of sales of Unidym equity, the monetization by Unidym of some or all of its assets and/or business operations in materials for anti-static polymers and other applications such as carbon fibers, the sale by Unidym of its shares in any of its subsidiaries and net cash flow from operations during the measurement period. The Series C have a liquidation preference of \$1.80 with no adjustment for cash flow requirement. The liquidation preferences of the Series C-1 and Series C are subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the relevant series of stock.

Pursuant to the Subscription Agreement, in the event of a qualified transaction, as defined in the Subscription Agreement, the Company may, in its sole and absolute discretion, convert the shares of Series C-1 then owned into the newly authorized and issued series of preferred stock issued in such qualified transaction. Any conversion to the new series of preferred stock will be, based on a weighted-average conversion formula, multiplied by a time factor, as provided in the Subscription Agreement.

After giving effect to the Exchange and the purchase of Series C-1 Preferred Stock, the Company will retain majority ownership of Unidym and hold 58.1% of the outstanding equity of Unidym, or 44.5% on a fully diluted, as converted, basis.

The foregoing is intended only as a summary of the terms of the Exchange Agreement and the Subscription Agreement. Please refer to the forms of Exchange Agreement and the Subscription Agreement, which will be filed as an Exhibit to Arrowhead's Form 10-Q for the fiscal quarter ended March 31, 2009.

Item 8.01. Other Events.

On March 26, 2008, Dr. Christopher Anzalone, the Chief Executive Officer of Arrowhead Research Corporation (the "Company"), made a presentation following the Company's regularly scheduled 2009 Annual Meeting of Stockholders. During his presentation, Dr. Anzalone provided a slide presentation, attached hereto as Exhibit 99.1, incorporated herein by reference. The materials and a replay of the webcast of the presentation are posted on the registrant's website, www.arrowheadresearch.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Presentation made on March 26, 2009 by Dr. Christopher Anzalone following the Company's 2009 Annual Meeting of Stockholders

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 thereunto duly authorized.

Date: April 3, 2009

ARROWHEAD RESEARCH CORPORATION

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



Arrowhead Research
CORPORATION



Safe Harbor Statement

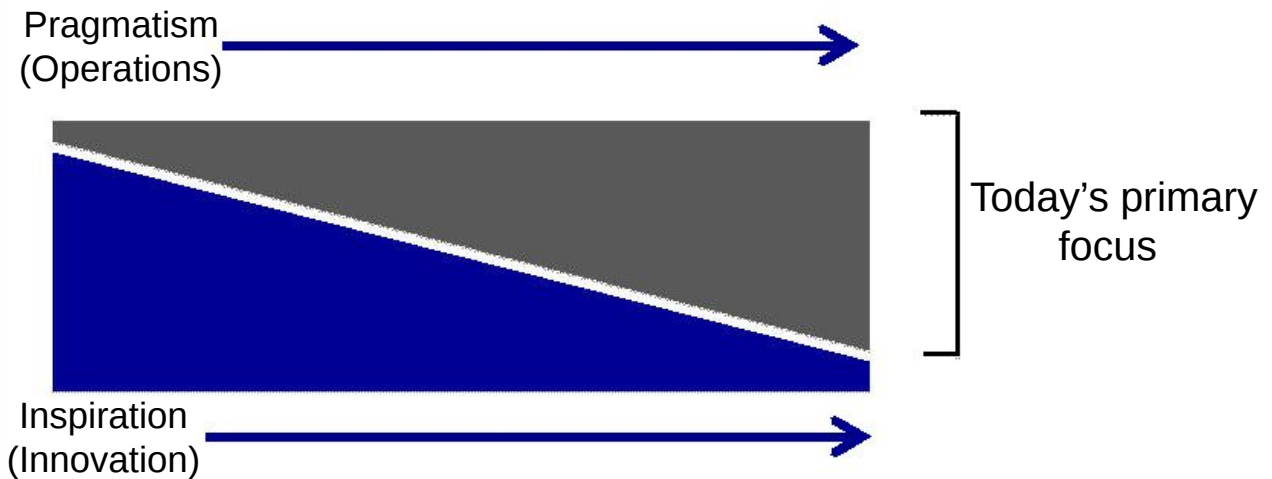
This presentation contains forward-looking statements within the meaning of the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995. These statements are based upon our current expectations and speak only as of the date hereof. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including, without limitation, our developmental stage and limited operating history, our ability to successfully develop products, rapid technological change in our markets, demand for our future products, legislative, regulatory and competitive developments and general economic conditions. Our Annual Report on Form 10-K, recent and forthcoming Quarterly Reports on Form 10-Q, recent Current Reports on Forms 8-K and 8-K/A, 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.



Arrowhead in the context of Inspiration v Pragmatism

Building Value follows a transition from focus on inspiration to pragmatism or operations

- Natural transition for a maturing company



Transition is underlined by the current economic environment



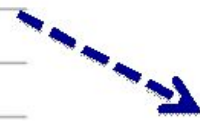
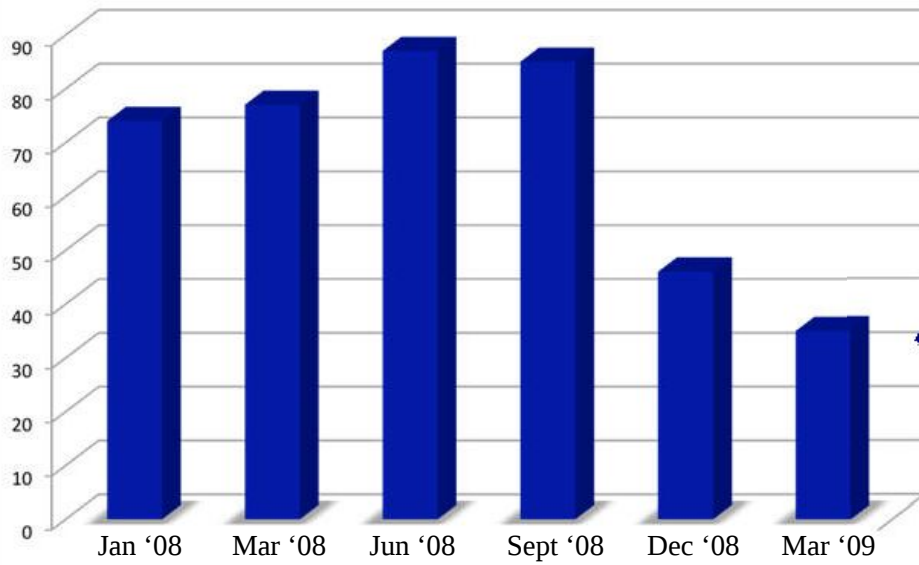
2008 Was A Challenging Year

- Implemented Revised Business Models for some subsidiaries
 - Lowered Cash Burn
- Reduced Cost Structure
- Consolidated of Management of Subsidiaries
 - CEOs of all subsidiaries are ARWR management



Reducing Cost Structure

Arrowhead and Subsidiaries Head Count



Further reductions
in process



2009 -We are Cautiously Optimistic

- Further Reductions in Cost Structure
 - Extend Runway
- Greater Focus on Nearer-term Unidym Opportunities
- Calando Partnership Focus
 - Off-load burn
 - Retain upside potential
- Generate License Revenues from Other Subsidiaries
- Establish New and Further Leverage Existing Partnerships



Unidym

2008:

- Sold high-end proprietary CNT materials commercially
- Actively sampled CNT films with multiple major touch panel manufacturers
- Strategic investment from Entegris
 - Customer that used CNTs for antistatic polymers
- Development Agreement with Nippon Kayaku to integrate Unidym CNTs films into solar cells
- Demonstrated world's first active matrix LCD screen using CNT films
- Samsung demonstrated first-ever CNT-based electrophoretic display using Unidym's films
- Samsung demonstrated first-ever CNT-based color 14.3" format electrophoretic display using Unidym's films
- Demonstrated CNT-based analog resistive touch panel
- Strategic investment from Tokyo Electron



Unidym

2009 Goals:

- Continue to cut cost structure by focusing model
 - Leverage partnerships
- Increase ARWR position in Unidym via stock transaction
 - Believe in the company
 - Significant downside potential in ARWR stock if Unidym fails, but only 51% of upside if Unidym succeeds
- Exclusive supply contract for outsourced CNT production
- Film channel partnership in Asia for touch panel market
- Development agreement with a second major LCD manufacturer
- Purchase order for film or ink for a commercial touch screen device



2008:

- Began Phase I clinical trial for CALAA-01
 - We believe the first use of siRNA against cancer in humans
 - We believe the first clinical trial of systemic delivery of siRNA using a delivery vehicle
- Launched Phase II clinical trial for IT-101 in Ovarian Cancer

2009 Goals:

- Complete CALAA-01 Phase I
 - Thus far very well tolerated
- Partner both the Cycloset and RONDEL platforms
 - Limit future expenditures
 - Retain upside potential via possible milestone payments and royalties



2008:

- Partnership with AmberwaveSystems
 - We believe they are well positioned and capitalized to bring the technology to market
 - Eliminates all costs going forward
 - Retains upside potential via milestone payments and royalties

2009 Goals:

- Secure next milestone payment of \$500k





2008:

- Explored use of large fullerene patent position for:
 - MRI contrast agent
 - Treatment of macular degeneration
- Ceased operational expenditures to create license model
 - Enable ARWR to capture upside potential of fullerene-based therapeutics based on TegoIP via possible milestone payments and royalties
 - Assume no costs associated with clinical trials

2009 Goals:

- Establish partnership/license agreement



AGONN SYSTEMS

2008:

- Launched to roll-up key IP for CNT-enabled supercapacitors
 - Leverage ARWR experience and knowledge in CNTs
- Established corporate partnership for testing/development
- Identified hybrid electric vehicles and inventory management on the power grid as key target markets
- Began testing prototypes
- Operates as a virtual company

2009 Goals:

- No current operational costs
- Compete for federal funds with corporate partner



Minority Positions

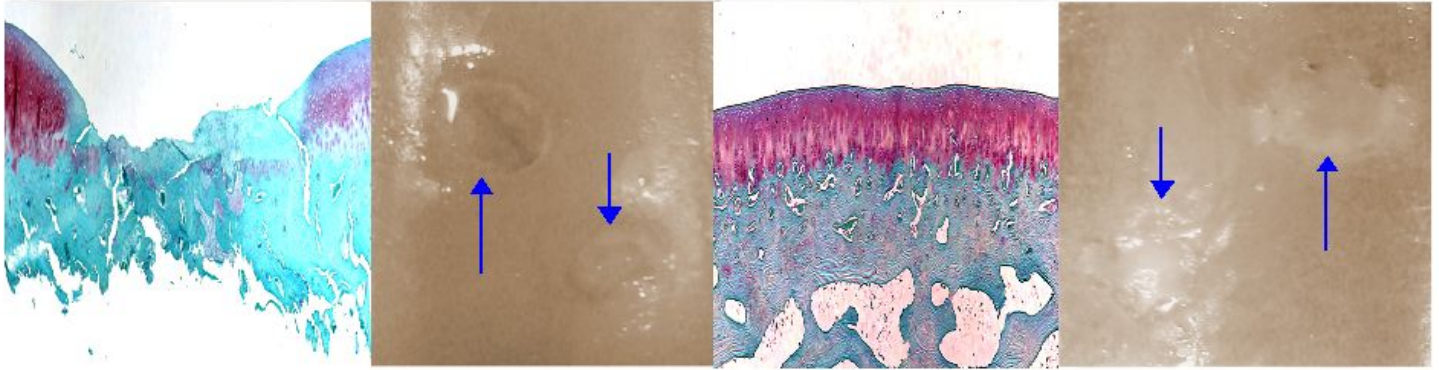




Nanotope

The Next Regeneration

- Progress on focus areas of spinal cord regeneration and wound healing
 - **New potential breakthrough in cartilage regeneration**



- Progress on multistage drug delivery platform
- Ferrari receives \$7mm Innovator award to support Leonardo-based work
- **New potential breakthrough in cancer diagnostics**



Animal data suggest that the chips may be used to identify responders versus non-responders to cancer therapies

Capital Sources discussed at last earnings call

1. A single or series of partnerships for Calando
2. Direct investments into Calando from strategic and/or financial investors
3. Funded JDAs and partnerships for Unidym;
4. Revenue generated from Unidym sales;
5. License fees to Unidym;
6. Sale of Unidym's bulk material business;
7. Direct investments into Unidym from strategic and/or financial investors
8. Sale of Tego;
9. Tego license fees; and
10. Continued scheduled pay-outs from the 2008 Aonex sale;



Arrowhead Research
CORPORATION

In Summary...



AGONN SYSTEMS



- Expenses to virtually zero

- Upside potential retained

Calando

PHARMACEUTICALS

In process of partnering:

- Expenses to decrease
- Upside potential retained

Unidym

- Reduced Costs
- Anticipated increased ARWR position
- Near commercialization



Nanotope
The Next Regeneration

LEONARDO
BIOSYSTEMS

- Potentially breakthrough technologies
- High growth markets

