

**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**

February 21, 2024

Date of Report
(Date of earliest event reported)

Arrowhead Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38042
(Commission
File Number)

46-0408024
(IRS Employer
Identification No.)

177 E. Colorado Blvd, Suite 700, Pasadena, CA 91105
(Address of principal executive offices, including Zip Code)
(626) 304-3400
(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ARWR	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Hongbo Lu as a Director

On February 21, 2024, the Board of Directors of Arrowhead Pharmaceuticals, Inc. (the “Company”) announced that it would increase the size of the Company's board of directors (“Board”) from seven to eight members and appoint Hongbo Lu, Ph.D., as an independent director of the Company, effective April 1, 2024.

Dr. Lu brings over 20 years of healthcare investment experience in both public securities and private companies, including her tenure as a Managing Partner of Vivo Capital, as a Managing Partner at Lilly Asia Ventures (LAV), and as a Managing Director at OrbiMed Advisors. Additionally, Dr. Lu is the founding member of NEXTBio Capital, a newly launched biotech investment firm. Over her investment career, Dr. Lu has previously served on the boards of over 20 healthcare companies, including Turning Point Therapeutics (TPTX), CrownBio (6554.TT), Avedro (AVDR), Terns Pharmaceuticals (TERN), BlossomHill, Zenas, Createrna, Avistone, Echosens, and was extensively involved in the formation of ADARx, Ribox, Visrina, Ablaze, Elpiscience, and Ronovo. Dr. Lu received her undergraduate degree in Material Science and Engineering from Tsinghua University, China, her Ph.D. in Biological Engineering from the University of Washington, and her MBA from the University of California, Berkeley.

Dr. Lu will receive standard compensation and equity awards available to non-employee directors of the Company. The Company’s non-employee director compensation program is described in the “Director Compensation” section of the Company’s definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on January 26, 2024. In addition, in connection with her appointment, Dr. Lu shall receive a sign-on grant of restricted stock units valued at \$761,666. These restricted stock units are scheduled to vest over three years.

There are no family relationships between Dr. Lu and any of the Company’s directors or executive officers, and Dr. Lu does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 21, 2024

ARROWHEAD PHARMACEUTICALS, INC.

By: /s/ Kenneth Myszkowski

Kenneth Myszkowski
Chief Financial Officer