

**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): March 9, 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

Arrowhead Research Corporation (the "**Company**") and Nanotechnica, Inc. ("**Nanotechnica**"), a majority-owned California subsidiary of the Company, have amended and modified the Company's Agreement To Provide Additional Capital to Nanotechnica such that the Company's schedule for further Capital Contributions (as defined in the Agreement To Provide Additional Capital) has been revised from the currently existing schedule.

Amendment No. 1 to Agreement To Provide Additional Capital is attached as Exhibit 10.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Agreement To Provide Additional Capital, dated March 9, 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: March 11, 2005

ARROWHEAD RESEARCH CORPORATION

By: /s/ Joseph T. Kingsley

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Joseph T. Kingsley, Chief Financial Officer

**AMENDMENT NO. 1 TO AGREEMENT TO PROVIDE ADDITIONAL CAPITAL**

This Amendment No. 1 to Agreement to Provide Additional Capital (this "Amendment") is entered into this 9th day of March, 2005, by and between Arrowhead Research Corporation, a Delaware corporation ("Arrowhead") and Nanotechnica, Inc., a California corporation (the "Company").

WHEREAS, Arrowhead and the Company entered into that certain Agreement to Provide Additional Capital dated September 10, 2004 (the "Agreement").

WHEREAS, the parties thereto desire to amend the Agreement pursuant to the terms of this Amendment.

NOW, THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, the parties agree as follows:

1. Amendment to Appendix 1. The parties hereby agree to amend and replace in its entirety Appendix 1 with the revised Appendix 1 attached hereto as Exhibit A.

2. Amendment to Section 3(a). The term "Second Capital Contribution" as used in Section 3(a) shall be replaced by the term "Third Capital Contribution."

2. Remaining Provisions of the Agreement. Except as set forth herein, all other provisions of the Agreement remain in full force and effect.

3. Miscellaneous Provisions. Section 5 of the Agreement are specifically incorporated herein by this reference.

The parties have executed this Amendment as of the date set forth above.

ARROWHEAD RESEARCH CORPORATION

By: /s/ Bruce R. Stewart

Its: President

NANOTECHNICA, INC.

By: /s/ Michael Roukes

Its: Chief Technical Officer

**Exhibit A**

**Appendix 1**

(As Amended on March 9, 2005)

To

Agreement to Provide Additional Capital

<b><u>Amount of Capital Contribution</u></b>	<b><u>Capital Contribution Date</u></b>	<b><u>Number of Series A Preferred Stock Shares Subject to Forfeiture on the Forfeiture Date</u></b>
\$4,000,000 (the "Initial Capital Contribution")	September 10, 2004	0
\$4,000,000 (the "Second Capital Contribution")	May 9, 2005	4,000,000
\$12,000,000 (the "Third Capital Contribution")	On or before January 3, 2006	3,000,000