

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Li Zhen</u> (Last) (First) (Middle) <u>225 S. LAKE AVE</u> <u>SUITE 1050</u> (Street) <u>PASADENA CA 91101</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/25/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>ARROWHEAD PHARMACEUTICALS, INC. [ARWR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Snr. VP, Chemistry and Mfg</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>167,200⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option</u>	<u>03/27/2014⁽²⁾</u>	<u>03/27/2024</u>	<u>Common Stock</u>	<u>60,000</u>	<u>16.33</u>	<u>D</u>
<u>Stock Option</u>	<u>12/10/2014⁽²⁾</u>	<u>12/10/2024</u>	<u>Common Stock</u>	<u>47,500</u>	<u>5.45</u>	<u>D</u>
<u>Stock Option</u>	<u>01/01/2016⁽²⁾</u>	<u>01/01/2026</u>	<u>Common Stock</u>	<u>50,000</u>	<u>6.15</u>	<u>D</u>

Explanation of Responses:

- Includes a total of 150,000 shares underlying restricted stock units. 85,000 of these restricted stock units will vest in January 2019, and the remaining 65,000 will vest in 4 equal annual tranches beginning in January 2019.
- Option vests and becomes exercisable over a four year period from date of grant.

Remarks:

/s/ Zhen Li01/29/2018

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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