
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ARROWHEAD PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

46-0408024
(I.R.S. Employer
Identification No.)

177 E. Colorado Blvd, Suite 700
Pasadena, CA 91105
(Address of Principal Executive Offices)

STAND ALONE INDUCEMENT RESTRICTED STOCK UNITS*
(Full Title of the Plans)

*See Explanatory Note on Following Page

Christopher Anzalone
President and Chief Executive Officer
177 E. Colorado Blvd, Suite 700
Pasadena, CA 91105
Telephone: (626) 304-3400
(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Ryan A. Murr
Gibson, Dunn & Crutcher LLP
555 Mission Street, Suite 3000
San Francisco, California 94105
Telephone: (415) 393-8373
Facsimile: (415) 374-8430

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

Explanatory Note

This registration statement on Form S-8 is being filed by Arrowhead Pharmaceuticals, Inc. (the "Registrant" or the "Company") to register a total of 392,500 shares of Common Stock, par value \$0.001 per share ("Common Stock"), issuable under previously announced stand-alone restricted stock units granted at various dates from January 2022 to December 2022 to new employees as inducement awards in connection with the commencement of employment pursuant to NASDAQ Listing Rule 5635(c)(4).

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (the "Commission") allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the Commission will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the Commission:

- The Company's annual report on [Form 10-K](#) for the fiscal year ended September 30, 2022, filed on November 28, 2022;
- The Company's current reports on Form 8-K filed on [November 28, 2022](#), [December 08, 2022](#), [January 30, 2023](#), [February 06, 2023](#), [February 08, 2023](#), [February 14, 2023](#), [February 15, 2023](#), and [March 21, 2023](#);
- The Company's quarterly report on Form 10-Q filed on [February 6, 2023](#); and
- The description of the Company's Common Stock contained in its registration statement on [Form 8-A/A](#), filed on April 7, 2016, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents, except as to any document or report (or any portion thereof) that is not deemed filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The Company's Certificate of Incorporation, as amended, provides for the elimination of personal monetary liability of directors to the fullest extent permissible under Delaware law. Delaware law does not permit the elimination or limitation of director monetary liability for: (i) breaches of the director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (iii) the unlawful payment of dividends or unlawful stock repurchases or redemptions or (iv) transactions in which the director received an improper personal benefit.

Section 145 of the Delaware General Corporation Law permits a Delaware corporation to indemnify, on certain terms and conditions, any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action. The Certificate of Incorporation and Bylaws of the Company require the Company to indemnify the Company's directors and officers to the fullest extent permitted under Delaware law.

We have entered into indemnification agreements with each of our directors and our executive officers. These agreements provide that we will indemnify each of our directors and executive officers to the fullest extent permitted by Delaware law. We will advance expenses, including attorneys' fees, judgments, fines and settlement amounts, to each indemnified director and executive officer in connection with any proceeding in which indemnification is available and we will indemnify our directors and officers for any action or proceeding arising out of that person's services as an officer or director brought on behalf of the Company or in furtherance of our rights.

We also maintain general liability insurance which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
4.1	Form of Common Stock Certificate of Arrowhead Pharmaceuticals, Inc. (1)
4.2	Amended and Restated Certificate of Incorporation of Arrowhead Research Corporation (effecting, among other things a change in the corporation's name from "Arrowhead Research Corporation" to "Arrowhead Pharmaceuticals, Inc."), filed with the Secretary of the State of Delaware on April 5, 2016. (1)
4.3	Second Amended and Restated Bylaws of Arrowhead Pharmaceuticals, Inc., as amended January 24, 2023 (2)
4.4	Arrowhead Pharmaceuticals, Inc. 2021 Incentive Plan (3)
5.1	Opinion of Gibson, Dunn & Crutcher LLP*
23.1	Consent of Rose, Snyder & Jacobs LLP*
23.2	Consent of Gibson, Dunn & Crutcher LLP (filed as a part of Exhibit 5.1)
24.1	Power of Attorney (set forth on signature page of this registration statement)
99.1	Form of RSU Agreement for Officers and Certain Other Employees (Arrowhead Pharmaceuticals, Inc. 2021 Incentive Plan- Inducement Award) (4)
99.2	Form of RSU Agreement for Employees (Arrowhead Pharmaceuticals, Inc. 2021 Incentive Plan- Inducement Award) (4)*
107	Calculation of Filing Fee Table*

* Filed herewith.

- (1) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed on April 6, 2016 and incorporated herein by reference.
- (2) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed on January 30, 2023 and incorporated herein by reference.
- (3) Filed as an exhibit to the Registrant's Registration Statement on Form S-8, filed on May 18, 2021 and incorporated herein by reference.
- (4) Filed as an exhibit to the Registrant's Registration Statement on Form S-8, filed on December 22, 2021 and incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, California, on March 22, 2023.

Arrowhead Pharmaceuticals, Inc.

By: /s/ Christopher Anzalone

Christopher Anzalone

President and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Christopher Anzalone and Kenneth A. Myszkowski, his or her attorney-in-fact, with power of substitution, in his or her name and in the capacity indicated below, to sign any and all further amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Christopher Anzalone</u> Christopher Anzalone	President, Chief Executive Officer and Director (Principal Executive Officer)	March 22, 2023
<u>/s/ Kenneth A. Myszkowski</u> Kenneth A. Myszkowski	Chief Financial Officer (Principal Financial and Accounting Officer)	March 22, 2023
<u>/s/ Mauro Ferrari</u> Mauro Ferrari	Director	March 22, 2023
<u>/s/ Douglass Given</u> Douglass Given	Director	March 22, 2023
<u>/s/ Michael S. Perry</u> Michael S. Perry	Director	March 22, 2023
<u>/s/ William Waddill</u> William Waddill	Director	March 22, 2023
<u>/s/ Marianne De Backer</u> Marianne De Backer	Director	March 22, 2023
<u>/s/ Adeoye Olukotun</u> Adeoye Olukotun	Director	March 22, 2023
<u>/s/ Victoria Vakiener</u> Victoria Vakiener	Director	March 22, 2023

CALCULATION OF FILING FEE TABLE

Form S-8

Arrowhead Pharmaceuticals, Inc.

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	457(a)	392,500(2)	\$23.74 (3)	\$9,317,950	\$110.20 per \$1,000,000	\$1,026.84
Total Offering Amounts					\$9,317,950		\$1,026.84
Total Fee Offsets							\$0
Net Fee Due							\$1,026.84

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional shares of common stock, par value \$0.001 per share (“Common Stock”), that become issuable by reason of any stock split, stock dividend or similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant’s outstanding shares of Common Stock.

(2) Represents shares of Common Stock issuable upon the vesting of restricted stock unit awards granted to 131 new employees from January 2022 through December 2022 as inducement awards made pursuant to NASDAQ Listing Rule 5635(c)(4).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on the average of the high and low sale prices of the registrant’s Common Stock, as reported on the Nasdaq Global Select Market, on March 17, 2023.

March 22, 2023

Arrowhead Pharmaceuticals, Inc.
177 E. Colorado Blvd, Suite 700
Pasadena, CA 91105

Re: *Arrowhead Pharmaceuticals, Inc.*
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”) of Arrowhead Pharmaceuticals, Inc., a Delaware corporation (the “Company”), to be filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 392,500 shares of the Company’s Common Stock, par value \$0.001 per share (the “Shares”). The Shares subject to the Registration Statement are to be issued under certain previously announced stand-alone restricted stock unit awards granted at various dates from January 2022 through December 2022 to new employees as inducement awards in connection with the commencement of employment (collectively, the “Plans”).

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plans that would expand, modify or otherwise affect the terms of the Plans or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the

GIBSON DUNN

Arrowhead Pharmaceuticals, Inc.

March 22, 2023

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Shares, when issued and sold in accordance with the terms set forth in the Plans and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP



Rose, Snyder & Jacobs LLP
ACCOUNTANTS & ADVISORS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference, in this Registration Statement on Form S-8 of our report dated November 28, 2022, with respect to the consolidated financial statements of Arrowhead Pharmaceuticals, Inc. and Subsidiaries appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2022.

Rose, Snyder & Jacobs LLP

Rose, Snyder & Jacobs LLP

Encino, California
March 22, 2023

March 22, 2023

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177 E. Colorado Blvd, Suite 700
Pasadena, CA 91105

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GIBSON DUNN

Arrowhead Pharmaceuticals, Inc.

March 22, 2023

Page 2

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Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP
