

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed 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>O'Brien Patrick</u> <hr/> (Last) (First) (Middle) 177 E. COLORADO BLVD SUITE 700 <hr/> (Street) PASADENA CA 91105 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARROWHEAD PHARMACEUTICALS, INC. [ ARWR ]</u>	5. 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>COO and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2024	
	4. 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		
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2024		s <sup>(1)</sup>		3,849	D <sup>(2)</sup>	\$31.83 <sup>(3)</sup>	408,726 <sup>(4)</sup>	D	
Common Stock	01/03/2024		s <sup>(1)</sup>		2,800	D <sup>(2)</sup>	\$32.52 <sup>(5)</sup>	405,926 <sup>(4)</sup>	D	
Common Stock	01/03/2024		s <sup>(1)</sup>		400	D <sup>(2)</sup>	\$33.41 <sup>(6)</sup>	405,526 <sup>(4)</sup>	D	
Common Stock	01/03/2024		s <sup>(1)</sup>		1,700	D	\$32.65	403,826 <sup>(4)</sup>	D	
Common Stock	01/04/2024		s <sup>(1)</sup>		1,600	D	\$32.63	402,226 <sup>(4)</sup>	D	
Common Stock	01/04/2024		A		85,000 <sup>(7)</sup>	A	\$0	487,226	D	
Common Stock	01/05/2024		s <sup>(1)</sup>		1,900	D <sup>(2)</sup>	\$33.99 <sup>(8)</sup>	485,326 <sup>(4)</sup>	D	
Common Stock	01/05/2024		s <sup>(1)</sup>		8,200	D <sup>(2)</sup>	\$34.99 <sup>(9)</sup>	477,126 <sup>(4)</sup>	D	
Common Stock	01/05/2024		s <sup>(1)</sup>		12,741	D <sup>(2)</sup>	\$35.65 <sup>(10)</sup>	464,385 <sup>(4)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code V	(A) (D)							

**Explanation of Responses:**

- Shares were sold pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- Partial disposition of RSUs to satisfy tax withholding obligations.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.21 to \$32.19, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting person which are subject to certain vesting conditions.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.22 to \$32.91, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.10 to \$33.76, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- Represents shares underlying restricted stock units with a grant date 01/04/24, which will vest in four equal annual installments.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.45 to \$34.45, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.46 to \$35.45, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.
- The price reported on Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.49 to \$35.96, inclusive. The reporting person undertakes to provide to Arrowhead Pharmaceuticals, Inc., any security holder of Arrowhead Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote of this Form 4.

**Remarks:**

/s/Patrick O'Brien

01/05/2024

\*\* 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 4 (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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**