
**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): February 11, 2009

Arrowhead Research Corporation

(Exact name of registrant as specified in its charter)

0-21898

(Commission File Number)

Delaware

(State or other jurisdiction of incorporation)

46-0408024

(IRS Employer Identification No.)

201 South Lake Avenue, Suite 703, Pasadena, CA 91101

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (626) 304-3400

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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On February 11, 2009, the Company received a staff deficiency letter from The NASDAQ Stock Market indicating that, based on the Company's stockholders' equity as reported in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, the Company does not comply with the minimum stockholders' equity requirement of \$10 million for continued listing on The NASDAQ Global Market as set forth in NASDAQ Marketplace Rule 4450(a)(3). The NASDAQ staff is reviewing the Company's eligibility for continued listing on The NASDAQ Global Market and has asked the Company to provide, by February 26, 2009, a specific plan to achieve and sustain compliance with all of the NASDAQ Global Market listing requirements, including a time frame for completion of the plan. If, after the conclusion of its review, NASDAQ determines that the Company has not presented a definitive plan to achieve and sustain compliance, the NASDAQ Marketplace Rules permit the Company to appeal the decision to a Listing Qualifications Panel. Alternatively, the Company may seek to transfer the listing of its common stock to the NASDAQ Capital Market if it satisfies the requirements for inclusion on that market.

On February 13, 2009, the Company issued a press release announcing that it had received the letter from NASDAQ. A copy of the Company's press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated February 13, 2009.

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 18, 2009

ARROWHEAD RESEARCH CORPORATION

By: /s/ Paul C. McDonnel

Paul C. McDonnel
Chief Financial Officer

EXHIBIT INDEX

Exhibit
Number

Description of Exhibit

99.1

Press Release dated February 13, 2009.



PRESS RELEASE
February 13, 2009
FOR IMMEDIATE RELEASE

Contact: Virginia Dadey
212-541-3707
vdadey@arrowres.com

Arrowhead Receives Notification of Minimum Stockholders' Equity Non-Compliance from the Nasdaq Stock Market

PASADENA, Calif.—Arrowhead Research Corporation (NASDAQ: ARWR) announced today that it has received a letter from The Nasdaq Stock Market (NASDAQ) notifying the Company that, based on its Form 10-Q for the period ended December 31, 2008, Nasdaq has determined that Arrowhead's stockholders' equity does not comply with the minimum \$10,000,000 stockholders' equity requirement for continued listing on The Nasdaq Global Market. The Nasdaq notification does not affect the listing of Arrowhead's common stock at this time.

Nasdaq is reviewing Arrowhead's eligibility for continued listing on The Nasdaq Global Market and has asked the Company to provide a specific plan to achieve and sustain compliance with all Nasdaq listing requirements by February 26, 2009. The Company intends to respond formally to the Nasdaq request for a plan on or before the deadline.

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About Arrowhead Research Corporation

Arrowhead Research Corporation (www.arrowheadresearch.com) (NASDAQ:ARWR) is a nanotechnology company commercializing new technologies in the areas of life sciences, electronics, and energy. Arrowhead is seeking to build value for shareholders through the progress of majority owned subsidiaries. Currently, Arrowhead has four subsidiaries commercializing nanotech products and applications and investments in two minority-owned subsidiaries.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

This news release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based upon our current expectations and speak only as of the date hereof. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including the future success of our scientific studies, our ability to successfully develop products, rapid technological change in our markets, changes in demand for our future products, legislative, regulatory and competitive developments, the financial resources available to us, and general economic conditions. Arrowhead Research Corporation's Annual Report on Form 10-K and 10-K/A, recent and forthcoming Quarterly Reports on Form 10-Q and 10-Q/A, recent Current Reports on Forms 8-K and 8-K/A, our Registration Statements on Form S-3, and other SEC filings discuss some of the important risk factors that may affect our business, results of operations and financial condition. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.