

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>GIVEN BRUCE D</u>  (Last) (First) (Middle) 177 E. COLORADO BLVD SUITE 700  (Street) PASADENA CA 91105  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARROWHEAD PHARMACEUTICALS, INC.</u> [ ARWR ]	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)  Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/27/2020		M		200	A	\$ 5.19	851,934	D	
Common Stock	04/27/2020		S <sup>(1)</sup>		200	D	\$ 40	851,734	D	
Common Stock	04/27/2020		S <sup>(1)</sup>		100	D	\$ 40	851,634	D	
Common Stock	04/28/2020		M		500	A	\$ 7.75	852,134	D	
Common Stock	04/28/2020		M		1,454	A	\$ 14.54	853,588	D	
Common Stock	04/28/2020		M		1,200	A	\$ 4.75	854,788	D	
Common Stock	04/28/2020		M		830	A	\$ 5.19	855,618	D	
Common Stock	04/28/2020		M		213	A	\$ 5.2	855,831	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		500	D	\$ 40	855,331	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		1,454	D	\$ 40 <sup>(2)</sup>	853,877	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		1,200	D	\$ 40	852,677	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		830	D	\$ 40 <sup>(2)</sup>	851,847	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		213	D	\$ 40	851,634	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		204	D	\$ 40	851,430	D	
Common Stock	04/28/2020		S <sup>(1)</sup>		700	D	\$ 40 <sup>(2)</sup>	850,730	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 5.19	04/27/2020		M			200	03/01/2012 <sup>(3)</sup>	02/16/2020	Common Stock	200	\$ 0.00	333,544	D	
Stock Option (right to buy)	\$ 7.75	04/28/2020		M			500	04/06/2015 <sup>(3)</sup>	03/06/2025	Common Stock	500	\$ 0.00	333,044	D	
Stock Option (right to buy)	\$ 14.54	04/28/2020		M			1,454	03/01/2014 <sup>(3)</sup>	02/06/2024	Common Stock	1,454	\$ 0.00	331,590	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 4.75	04/28/2020		M			1,200	10/01/2013 (3)	09/21/2023	Common Stock	1,200	\$ 0.00	330,390	D	
Stock Option (right to buy)	\$ 5.19	04/28/2020		M			830	03/01/2012 (3)	02/16/2022	Common Stock	830	\$ 0.00	329,560	D	
Stock Option (right to buy)	\$ 5.2	04/28/2020		M			213	04/01/2012 (3)	10/26/2021	Common Stock	213	\$ 0.00	329,347	D	

**Explanation of Responses:**

- Open market sale 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.
- The price reported on Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.01, 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 first vesting date. Option vested over four years from date of grant.

**Remarks:**

/S/ Bruce Given

04/29/2020

\*\* 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.

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