

Leone Peter Brian
Form 4
October 23, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Leone Peter Brian

2. Issuer Name and Ticker or Trading Symbol
ARROWHEAD PHARMACEUTICALS, INC. [ARWR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
____ Other (specify below)
VP, Strategic Bus. Initiatives

(Last) (First) (Middle)
225 S. LAKE AVENUE, SUITE 1050
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

PASADENA, CA 91101
(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Common Stock | 10/19/2018 | | M | | 30,000 | A \$ 2.79 | 160,000 D |
| Common Stock | 10/19/2018 | | M | | 34,375 | A \$ 6.15 | 194,375 D |
| Common Stock | 10/19/2018 | | M | | 66,762 | A \$ 7.75 | 261,137 D |
| Common Stock | 10/19/2018 | | S | | 131,137 | D \$ 13.49 | 130,000 ⁽²⁾ D |
| | | | | | | <u>(1)</u> | |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 2.79 | 10/19/2018 | | M | 30,000 | 07/20/2013 ⁽³⁾ 07/20/2023 | Common Stock | 30,000 |
| Stock Options | \$ 6.15 | 10/19/2018 | | M | 34,375 | 01/01/2016 ⁽³⁾ 01/01/2026 | Common Stock | 34,375 |
| Stock Options | \$ 7.75 | 10/19/2018 | | M | 66,762 | 03/06/2015 ⁽³⁾ 03/06/2025 | Common Stock | 66,762 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leone Peter Brian 225 S. LAKE AVENUE SUITE 1050 PASADENA, CA 91101 | | | VP, Strategic Bus. Initiatives | |

Signatures

/s/ Peter Leone 10/23/2018
 **Signature of Date
 Reporting Person

Explanation of Responses:

* 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).

(1) The price reported on Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$13.10 to \$13.56, 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.

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- (2) Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting person which are subject to certain vesting conditions.
- (3) Represents first vesting date. Option vests over four years from date of grant.

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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