

ARROWHEAD PHARMACEUTICALS, INC.

Form 8-K

January 22, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 18, 2018**

**ARROWHEAD PHARMACEUTICALS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**225 South Lake Avenue, Suite 1050, Pasadena, California**

**001-38042**  
**(Commission**

**File Number)**

**46-0408024**  
**(IRS Employer**

**Identification No.)**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 18, 2018, Arrowhead Pharmaceuticals, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies, LLC, Barclays Capital Inc. and Cantor Fitzgerald & Co., as representatives of the several underwriters (the Underwriters ), pursuant to which the Company agreed to issue and sell up to 11,500,000 shares of common stock (the Shares ), par value \$0.001 per share (the Common Stock ), which includes 1,500,000 shares (the Optional Shares ) that may be sold pursuant to an option granted the Underwriters. On January 18, 2018, the Underwriters exercised their option to purchase all 1,500,000 Optional Shares. The Shares were offered and sold at a public offering price of \$5.25 per Share, and were purchased by the Underwriters from the Company at a price of \$4.935 per Share.

The Company estimates that net proceeds from the offering will be approximately \$56.7 million, after deducting the Underwriters' discounts and commissions and estimated offering expenses payable by the Company.

The offering is being made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-214315).

The offering closed on January 22, 2018. Pursuant to the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing descriptions of the Underwriting Agreement do not purport to be complete and are qualified in their entirety by reference to such exhibits.

A copy of the opinion of Gibson, Dunn & Crutcher LLP relating to the validity of the Shares is filed herewith as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	<u>Underwriting Agreement, dated as of January 18, 2018, among Arrowhead Pharmaceuticals, Inc. and Jefferies, LLC, Barclays Capital Inc. and Cantor Fitzgerald &amp; Co., as representatives of the underwriters named therein.</u>
5.1	<u>Opinion of Gibson, Dunn &amp; Crutcher LLP</u>
23.1	<u>Consent of Gibson, Dunn &amp; Crutcher LLP (contained in Exhibit 5.1)</u>

**SIGNATURE**

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 hereunto duly authorized.

Date: January 22, 2018

**ARROWHEAD PHARMACEUTICALS, INC.**

By: /s/ Kenneth Myszkowski  
Kenneth Myszkowski  
Chief Financial Officer