

Li Zhen  
Form 3  
January 29, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Li Zhen                                 |         | (Month/Day/Year)                     | ARROWHEAD PHARMACEUTICALS, INC. [ARWR]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      | (Check all applicable)   |  |
| 225 S. LAKE AVE,Â SUITE 1050              |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| PASADENA,Â CAÂ 91101                      |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | Snr. VP, Chemistry and Mfg   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 167,200 <sup>(1)</sup>                                | D  | Â   |

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

SEC 1473 (7-02)

**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 control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

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|              |                           | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--------------|---------------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option | 03/27/2014 <sup>(2)</sup> | 03/27/2024      | Common Stock | 60,000                     | \$ 16.33 | D                          | Â |
| Stock Option | 12/10/2014 <sup>(2)</sup> | 12/10/2024      | Common Stock | 47,500                     | \$ 5.45  | D                          | Â |
| Stock Option | 01/01/2016 <sup>(2)</sup> | 01/01/2026      | Common Stock | 50,000                     | \$ 6.15  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Li Zhen<br>225 S. LAKE AVE<br>SUITE 1050<br>PASADENA, CA 91101 | Â             | Â         | Â Snr. VP, Chemistry and Mfg | Â     |

## Signatures

/s/ Zhen Li 01/29/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes a total of 150,000 shares underlying restricted stock units. 85,000 of these restricted stock units will vest in January 2019, and the remaining 65,000 will vest in 4 equal annual tranches beginning in January 2019.
- (2) Option vests and becomes exercisable over a four year period 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.