

Leone Peter Brian
Form 4
October 23, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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 ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

VP, Strategic Bus. Initiatives

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 Indirect Beneficial Ownership (Instr. 4)
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⁾ ₍₁₎	D	

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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
Reporting Person

Date

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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