

ARROWHEAD RESEARCH CORP  
Form S-8  
August 02, 2006

As filed with the Securities and Exchange Commission on August 1, 2006

File No. [\_\_\_\_\_]

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**ARROWHEAD RESEARCH CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**201 South Lake Street, Suite 703**

**Pasadena, California 91106**

**(626) 304-3400**

(Address of Principal Executive Offices) (Zip Code)

**46-0408024**  
(I.R.S. Employer  
Identification No.)

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**2004 EQUITY INCENTIVE PLAN, AS AMENDED**

(Full Title of the Plan)

*With a copy to:*

**Joseph T. Kingsley, President**  
**ARROWHEAD RESEARCH CORPORATION**  
**201 South Lake Street, Suite 703**  
**Pasadena, California 91106**  
**(626) 304-3400**

**Rachael Simonoff Wexler, Esq.**  
**ALSCHULER GROSSMAN STEIN & KAHAN LLP**  
**1620 26th Street North Tower, Fourth Floor**  
**Santa Monica, CA 90404**  
**(310) 907-1000**

(Name and Address of Agent For Service)

(Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

Title Of Securities To Be Registered	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed	Amount Of Registration Fee(3)
			Maximum Aggregate Offering Price	
Common Stock, \$.001 par value	5,000,000	\$4.815	\$24,075,000	\$2,576.03

- (1) Plus such additional number of shares as may be required pursuant to the terms of the 2004 Equity Incentive Plan, as amended, in the event of a stock dividend, stock split, recapitalization or other similar change in the Common Stock.
- (2) The Proposed Maximum Offering Price per Share was estimated pursuant to Rule 457(c), calculated on the basis of the average of the high and low share price of the Registrant's Common Stock on the NASDAQ National Market on July 28, 2006.
- (3) This Registration Fee has been offset by the \$1,384.15 Registration Fee paid by the Company in connection with its Form S-8 filed on April 14, 2005 registering 3,000,000 shares under the Company's 2004 Equity Incentive Plan. As such, an additional Registration Fee of \$1,191.87 has been paid with this filing.

**EXPLANATORY NOTE  
AND INCORPORATION BY REFERENCE  
OF CONTENTS OF EARLIER**

**REGISTRATION STATEMENT ON FORM S-8, FILE NO. 333-25363**

The Arrowhead Research Corporation 2004 Equity Incentive Plan (the Plan ) was amended February 23, 2006 to increase the number of shares of common stock, par value \$0.001 per share, available for awards thereunder to 5,000,000. A Registration Statement on Form S-8, File No. 333-25363 was filed previously with the SEC by the Registrant to register 3,000,000 shares of its common stock issued or issuable under the Plan. Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed to register the additional 2,000,000 shares of common stock issuable under the Plan. The contents of the prior Registration Statement relating to the 2004 Equity Incentive Plan, File No. 333-124066, are incorporated herein by reference.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	2004 Equity Incentive Plan, as amended February 23, 2006 and related equity incentive plan agreements (incorporated by reference from the Registrant's Current Report on Form 8-K, filed February 28, 2006).
5.1	Legal Opinion of Alschuler Grossman Stein & Kahan LLP
23.1	Consent of Alschuler Grossman Stein & Kahan LLP (included in Exhibit 5.1)
23.2	Consent of Rose, Snyder & Jacobs, LLP

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on August 1, 2006.

ARROWHEAD RESEARCH CORPORATION

By: /s/ R. Bruce Stewart  
R. Bruce Stewart

Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Bruce Stewart and Joseph T. Kingsley as attorneys-in-fact, with power of substitution, in any and all capacities, to sign any and all amendments and post-effective amendments to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Office(s)</b>	<b>Date</b>
/s/ Joseph T. Kingsley	President and	August 1, 2006
Joseph T. Kingsley	Chief Financial Officer (principal financial officer)	
/s/ R. Bruce Stewart	Chief Executive Officer	August 1, 2006
R. Bruce Stewart	and Director (principal executive officer)	
/s/ Edward W. Frykman Edward W. Frykman	Director	August 1, 2006
/s/ LeRoy T. Rahn LeRoy T. Rahn	Director	August 1, 2006
/s/ Charles P. McKenney	Director	August 1, 2006
Charles P. McKenney		