ARROWHEAD RESEARCH CORP
Form 8-K
February 18, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): February 11, 2009

Arrowhead Research Corporation

(Exact name of registrant as specified in its charter)

0-21898

(Commission File Number)

Delaware	**46-0408024**
(State or other jurisdiction of incorporation)	**(IRS Employer Identification No.)**

201 South Lake Avenue, Suite 703, Pasadena, CA 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)

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On February 11, 2009, the Company received a staff deficiency letter from The NASDAQ Stock Market indicating that, based on the Company s stockholders equity as reported in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, the Company does not comply with the minimum stockholders equity requirement of $10 million for continued listing on The NASDAQ Global Market as set forth in NASDAQ Marketplace Rule 4450(a)(3). The NASDAQ staff is reviewing the Company s eligibility for continued listing on The NASDAQ Global Market and has asked the Company to provide, by February 26, 2009, a specific plan to achieve and sustain compliance with all of the NASDAQ Global Market listing requirements, including a time frame for completion of the plan. If, after the conclusion of its review, NASDAQ determines that the Company has not presented a definitive plan to achieve and sustain compliance, the NASDAQ Marketplace Rules permit the Company to appeal the decision to a Listing Qualifications Panel. Alternatively, the Company may seek to transfer the listing of its common stock to the NASDAQ Capital Market if it satisfies the requirements for inclusion on that market.

On February 13, 2009, the Company issued a press release announcing that it had received the letter from NASDAQ. A copy of the Company s press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	**Description**
99.1	Press Release dated February 13, 2009.

SIGNATURES

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 thereunto duly authorized.

Date: February 18, 2009

ARROWHEAD RESEARCH CORPORATION

By: /s/ Paul C. McDonnel
Paul C. McDonnel

Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press Release dated February 13, 2009.