

ARROWHEAD RESEARCH CORP  
Form 8-K  
February 28, 2006

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**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 23, 2006

**Arrowhead Research Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-21898**  
(Commission  
File Number)

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

**201 South Lake Street, Suite 703, Pasadena, CA**  
(Address of principal executive offices)

**91106**  
(Zip Code)

Registrant's telephone number, including area code: (626) 792-5549

**Not Applicable**

(Former name or former address, if changed since last report)

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On February 23, 2006, at Arrowhead Research Corporation's (the Company) Annual Meeting, the Company's stockholders approved an amendment to the Company's 2004 Equity Incentive Plan (Plan) to increase the number of shares of stock reserved for issuance under the Plan from 3,000,000 to 5,000,000 shares. No other changes were made to the Plan, and this amendment became effective upon approval by the Company's stockholders.

The amended 2004 Equity Incentive Plan is attached as **Exhibit 10.1** to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	2004 Equity Incentive Plan, as amended February 23, 2006

**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 hereunto duly authorized.

Date: February 28, 2006

ARROWHEAD RESEARCH CORPORATION

By: /s/ Joseph T. Kingsley  
Joseph T. Kingsley, Chief Financial Officer