

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 3)*

Arcturus Therapeutics Ltd.
(Name of Issuer)

Ordinary Shares, par value of NIS 0.07
(Title of Class of Securities)

M1492T105
(CUSIP Number)

Jeffrey Baumel
Dentons US LLP
1221 Avenue of the Americas
New York, NY 10020-1089
(212) 768 5374
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 13, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON Joseph E. Payne	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Canadian	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,465,097*
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,465,097*
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,465,097*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.7%	
14	TYPE OF REPORTING PERSON IN	

*Includes 366,274 ordinary shares that are subject to repurchase pursuant to a Common Stock Purchase Agreement, dated March 4, 2013, as amended on September 27, 2017, by and between the reporting person and Arcturus Therapeutics, Inc.

This Amendment No. 3 ("Amendment No. 3") amends and supplements the Schedule 13D, dated February 6, 2018 (the "Original Schedule 13D"), and filed with the Securities and Exchange Commission (the "SEC") on February 6, 2018 (Amendment No. 3, and collectively, with the Original Schedule 13D, as amended on February 13, 2018 and April 4, 2018, the "Schedule 13D"), with respect to the Common Stock, par value 0.07 NIS per share ("Common Stock"), of Joseph E. Payne. Capitalized terms used but not defined herein shall have the respective meanings set forth in the Schedule 13D.

Unless otherwise indicated, the responses to each item below are applicable to and incorporated by reference into the response of the Reporting Person.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

On April 13, 2018, the Reporting Person issued a press release regarding the decision of the Arcturus Therapeutics Ltd. board of directors to indefinitely postpone the previously scheduled extraordinary shareholders meeting. A copy of the press release is attached hereto as Exhibit F and is incorporated by reference in this Item 4 in its entirety.

Other than as described above and as previously described in the Schedule 13D, the Reporting Person does not have any present plans or proposals that relate to or would result in (although he reserves the right to develop such plan or proposal) any transaction, change or event specified in Item 3 of the Schedule 13D.

Item 7. Material to be Filed as Exhibits.

In addition to the exhibits to the Original Schedule 13D, the following additional documents are filed as exhibits hereto and are incorporated herein by reference:

Exhibit F Press Release dated April 13, 2018.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 13, 2018

/s/ Joseph E. Payne
Joseph E. Payne

**Arcturus Therapeutics Founder Joseph Payne Disappointed by Board's
Desperate Attempt to Delay Meeting and Avoid Shareholder Accountability**

- *Change in Arcturus board is needed on an urgent basis to improve the company's performance*
- *Board's decision to indefinitely delay inevitable change is a clear act of entrenchment*
- *Overwhelming support for Mr. Payne's nominees indicates change is mandated, positive, and inevitable*

SAN DIEGO, Calif., April 13, 2018– Joseph Payne, Founder and largest shareholder of Arcturus Therapeutics Ltd. (NASDAQ:ARCT) (“Arcturus”), owning approximately 13.7% of the issued and outstanding shares, is calling on Arcturus’ board of directors (the “Board”) to hold its Extraordinary General Meeting (“EGM”) of shareholders without further delay and as they are obligated under law.

On February 12, 2018, Mr. Payne filed a formal request that a meeting of shareholders be held for the purpose of revitalizing the company with a new Board of highly qualified independent and experienced nominees. Under applicable Israeli law, Arcturus’ current Board must honor Mr. Payne’s request by establishing a meeting date and convening such meeting within a clearly defined timeframe. Rather than adhering to the law, the Board ignored the applicable deadlines and ultimately advised of its intention to hold the meeting on May 7, 2018 - nearly an entire month after it was required to do so.

Further reflecting its blatant disregard for Arcturus’ shareholders, the Board has attempted to add new resolutions to the EGM agenda – which would provide free reign to continue postponing the EGM. Mr. Payne approached the court on this important issue on behalf of all shareholders.

Astonishingly, in violation of its legal obligation and showing utter disregard for the rights and desires of Arcturus’ shareholders, the Board has elected to delay the meeting yet again – this time indefinitely.

Notably, on the last business day before the record date, the Board decided to postpone the EGM indefinitely – under the disingenuous pretext that Mr. Payne’s motion to remove their illegal resolution creates uncertainty. On the contrary, Mr. Payne’s motion will create the certainty for the company that shareholders are looking for.

“Indefinitely postponing the EGM is a deplorable attempt by the Board to restrict shareholders’ fundamental right to call a special meeting and to vote their shares,” said Mr. Payne. “Consistent with its actions over the past several months, the members of the Board have demonstrated total disregard for their fundamental duties to Arcturus’ shareholders as they continue to waste corporate resources in an effort to entrench themselves. By ignoring the unambiguous desire of shareholders and distracting the Company and its employees from the execution of their business plan, the Board’s actions continue to waste resources and erode value.”

Mr. Payne is considering all legal options to ensure the EGM is held as soon as possible.

Since February 1, 2018, the current Board has devoted substantial resources and energy to hanging on to their positions, while Arcturus’ share value has dropped by an aggregate of approximately \$25 million: share prices have plummeted from \$7.66 to \$5.16 – a decline of 32%. At a February 26, 2018 shareholders meeting, a united majority voiced their outrage and voted against the Board’s course of direction, sending a clear message that the Board no longer has the confidence of shareholders. But rather than respecting the will of its constituents, the Board launched a campaign of mass-distraction with frivolous, dishonest accusations against Mr. Payne and is now attempting to delay the meeting they are required to hold.

“Instead of tackling the problem of our plummeting share price, the Board is spending massive amounts of money on spin doctors and lawyers in an attempt to tarnish my reputation of building shareholder value,” Payne said. “The recent erratic short-term decisions we have seen make me very concerned that this board is not committed to the long-term vision and success of the company. My vision is simple -restore competency, humility, transparency, and positivity to the Board and grow an amazing company.”

Revitalized leadership for a better Arcturus

Despite the actions of the Board over the last few months, Mr. Payne remains very confident that, with the right leadership, the best days are ahead for Arcturus. From inception in 2013 to January 2018, Arcturus had a winning team with a plan that was being rewarded by the market. Now Mr. Payne is recommending a board slate composed of experienced nominees with impressive skill sets and the impeccable reputations needed to propel Arcturus into a multibillion dollar company.

“No more delays. It's time for the Board to end their dishonest smear campaigns and anti-shareholder defense mechanisms and allow the will of Arcturus' shareholders to determine the future direction of their company,” Payne added.

ADVISORS

Kingsdale Advisors is acting as strategic shareholder and communications advisor Mr. Payne.

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