

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. 4)\*

**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 18, 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).

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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. 4 ("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. 4, and collectively, with the Original Schedule 13D, as amended on February 13, 2018, April 4, 2018 and April 13, 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 18, 2018, the Reporting Person sent a letter to the Arcturus Therapeutics Ltd. board of directors to restate his prior demand to Convene an Extraordinary General Meeting of shareholders.

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 G Letter to the Board of Directors of Arcturus Therapeutics Ltd. of dated April 18, 2018.

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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 18, 2018

/s/ Joseph E. Payne  
Joseph E. Payne

April 18, 2018

To:  
The Board of Directors  
Arcturus Therapeutics Ltd.

do Meitar Liquomik Geva Leshem Tal  
meitar@meitar.com 16 Abba Hillel Road,  
12th Floor Ramat Gan 5250608

jennifer@arcturusrx.com  
10628 Science Center Drive  
San Diego CA 92121  
U.S.A.

By Email and Courier

Re: **Restated Demand to Convene an Extraordinary General Meeting**

Dear Sirs,

1. By letter dated February 12, 2018<sup>[1]</sup> and addressed to the board of directors (the “**Board**”) of Arcturus Therapeutics Ltd. (the “**Company**”), the undersigned, Mr. Joseph E. Payne, a shareholder in the Company, demanded that the Board convene an extraordinary general meeting of the shareholders of the Company (the “**EGM**”), and to include on the agenda of such EGM certain resolutions, as detailed therein (the “**EGM Demand**”).
2. The EGM Demand was issued by the undersigned, an owner of more than 5% of the issued share capital of the Company<sup>[2]</sup>, pursuant to section 63(b) (2) of the Companies Law, 5759-1999 (the “**Companies Law**”), as well as article 3.2.3.3 of the Company's articles of association (the “**AOA**”), requiring the Board to convene an EGM within 21 days of the EGM Demand.
3. Further to the EGM Demand, on March 11, 2018 — 27 days after the EGM Demand the Board announced<sup>[3]</sup> its intention to convene the EGM on May 7, 2018, and to set April 9, 2018, as the record date for the EGM. In addition to its failure to convene the EGM as required, the Board advised in its announcement its intention to introduce changes to the resolutions requested by the undersigned, and to include additional resolutions, including a resolution which violates the provisions of the Companies Law.
4. As a consequence, the undersigned approached the honourable District Court in Tel Aviv, Israel, and as part of already pending proceedings sought an order to oblige the Board to proceed with the convening of the EGM in accordance with the provisions of Companies Law and the AOA.

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<sup>1</sup> See schedule 13D/A as reported on February 13, 2018 (film number 18600968).

<sup>2</sup> The undersigned is the owner of 1,465,097 ordinary shares nominal value NIS 0.07 each (“Ordinary shares”) of the issued share capital of the Company, including 366,274 Ordinary Shares subject to repurchase. See schedule 13D as reported on February 6, 2018 (film number 18578013). The Ordinary Shares owned by the undersigned represent 13.7% of the issued share capital of the Company (and no less than 10.3%, excluding the Ordinary Shares subject to repurchase).

<sup>3</sup> See schedule 6K as reported on March 13, 2018 (film number 18684800).

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5. Rather than adhering to the Companies Law and the Company's own AOA, on April 8, 2018, the Board announced<sup>[4]</sup> that the EGM shall be postponed, without setting a new date therefore.
6. For the avoidance of doubt, at this time the EGM Demand is still in full force and effect and a motion is pending before the honourable District Court in Tel Aviv, Israel to order the Board to convene the EGM in accordance with the EGM Demand.
7. Without derogating from any of the foregoing, but considering the passage of time and the Board's continued failings to convene the EGM, by this letter the undersigned hereby restates and reissues his demand, pursuant to section 63(b)(2) of the Companies Law and article 3.2.3.3 of the AOA, to convene the EGM (the "**Restated Demand**").
8. In accordance with section 66(a) of the Companies Law and article 3.2.4 of the AOA, the purpose of the EGM requested by this Restated Demand is for the shareholders of the Company to vote on the following proposals (which are the same proposals requested in the EGM Request):

**Item 1:** To remove and transfer, Messrs. Stuart Collinson, Craig Willett, Daniel Gefiken and David Shapiro - as well as any other person that may be appointed to the Board pursuant to article 4.2.3 of the AOA, as of the date hereof and until the EGM - from the office of directors on the Board. Such termination to be with immediate effect, so that until additional directors are appointed pursuant to item 3 below, only Mr. Joseph E. Payne will remain as director on the Board.

**Item 2:** To amend articles 4.2.1 and 4.2.2 of the AOA, with immediate effect, so that the authority to determine the number of directors of the Company, as well as the authority to elect new directors to the Board, is also provided — in any circumstances - to extraordinary general meetings of the shareholders of the Company.

The proposed amendments to these articles shall come into effect upon the approval of this resolution by the EGM, and are as follows (proposed changes are underlined and bolded):

“4.2.1 The number of Directors in the Company shall be determined from time to time by the Annual Meeting **or an Extraordinary Meeting**, provided that this shall not be fewer than 5 and not more than 11 Directors, including External Directors. The number of External Directors in the Company shall not be less than the number determined in the Companies Law.

4.2.2 Other than External Directors (who shall be elected and serve in office in strict accordance with the provisions of the Companies Law), the Directors in the Company shall be elected at an Annual Meeting **or at an Extraordinary Meeting** and shall serve in their office until the next Annual Meeting following one year from their election, or until they cease to serve in their office in accordance with the provisions of the Articles or any law, whichever is the earlier.”

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<sup>4</sup> See schedule 6K as reported on April 9, 2018 (film number 18744465).

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**Item 3:** Further to the approval of Item 2 of the agenda, or if not approved than pursuant to article 4.2.11 to the AOA, to elect the following four individuals to serve as directors on the Board, effective immediately following the EGM's approval:

- (a) Mr. Peter Farrell;
- (b) Mr. Andrew Sassine;
- (c) Mrs. Magda Marquet;
- (d) Mr. James Barlow.

- 9. The documents and materials with regard to each of the nominees, appended as exhibits 3a(1) to 3d(4) to the EGM Demand, are hereby incorporated by reference into this Restated Demand and form an integral part thereof.
- 10. The Board is hereby ordered to convene the EGM in accordance with its duties under law and in the best interests of the Company and its shareholders.
- 11. In the event that the Board shall not fully and timely comply with this Restated Demand then the undersigned shall be free to take any measure and resort to any remedy available to him under law, without derogating from any remedy or claim already available to the undersigned against the Board and its individual members.

Sincerely,



Joseph E. Payne