

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **May 20, 2019**

ARCTURUS THERAPEUTICS LTD.
(Exact Name of Registrant as Specified in Charter)

State of Israel
(State or Other
Jurisdiction of
Incorporation)

001-35932
(Commission File
Number)

46-1981974
(I.R.S. Employer
Identification No.)

10628 Science Center Drive, Suite 250
San Diego, California
(Address of Principal Executive Offices)

92121
(Zip Code)

Registrant's telephone number, including area code: **(858) 900-2660**

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 (see General Instruction A.2. below):

- 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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value NIS 0.07 per share	ARCT	The NASDAQ Stock Market LLC

Item 5.07**Submission of Matters to a Vote of Security Holders.**

On May 17, 2019, Arcturus Therapeutics Ltd. (the “Company” or “Arcturus”) held its Extraordinary General Meeting of Shareholders (the “Meeting”). The total number of outstanding ordinary shares entitled to vote at the meeting was 10,761,523 and there were present at the meeting, in person or by proxy, 6,559,919 ordinary shares, which constituted a quorum for the Meeting. At the Meeting, the shareholders approved the Arcturus Redomiciliation Proposal approving the Scheme of Arrangement, as described in more detail in the Company’s definitive proxy statement and notice for the Meeting, filed with the SEC on April 11, 2019.

The redomiciliation is subject to the approval of the District Court of Tel-Aviv, which approval is expected to be obtained in the next two to four weeks.

The final results of the shareholder votes at the Meeting are set forth below:

Proposal 1: Approve Arcturus Redomiciliation:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
6,538,508	4,272	17,139	0

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this communication are forward-looking statements that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995.

This communication contains “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact, included in this communication regarding strategy, future operations, collaborations, future financial position, prospects, plans and objectives of management and statements relating to the completion and timing of the redomiciliation of the Company from Israel to Delaware are forward-looking statements. Arcturus may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in any forward-looking statements such as the foregoing and you should not place undue reliance on such forward-looking statements. Actual results and performance could differ materially from those projected in any forward-looking statements as a result of many factors, including without limitation, an inability to develop and market product candidates, inability to generate positive verifiable data, unexpected clinical results, unforeseen expenses and general market conditions that may prevent such achievement or performance. Such statements are based on management’s current expectations and involve risks and uncertainties, including those discussed under the heading “Risk Factors” in Arcturus’ Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 18, 2019, in Arcturus’ Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed with the SEC on May 10, 2019, and in subsequent filings with, or submissions to, the SEC. Except as otherwise required by law, Arcturus disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events or circumstances or otherwise.

The statements made in this Current Report on Form 8-K and any exhibit(s) attached hereto speak only as of the date stated herein, and subsequent events and developments may cause the Company’s expectations and beliefs to change. While the Company may elect to update these forward-looking statements publicly at some point in the future, the Company specifically disclaims any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing the Company’s views as of any date after the date stated herein.

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.

ARCTURUS THERAPEUTICS LTD.

By: /s/ Joseph E. Payne
Joseph E. Payne
President and Chief Executive Officer

Dated: May 20, 2019