

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Marantz Jing L.</u>  (Last) (First) (Middle) <u>C/O ARCTURUS THERAPEUTICS HOLDINGS INC.</u> <u>10628 SCIENCE CENTER DRIVE, SUITE 250</u>  (Street) <u>SAN DIEGO CA 92121</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arcturus Therapeutics Holdings Inc. [ ARCT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$34.92	08/01/2023		A		11,869		(1)	08/01/2033	Common Stock	11,869	\$0.00	11,869	D	
Deferred Stock Units	(2)	08/01/2023		A		3,131		(3)	(3)	Common Stock	3,131	\$0.00	3,131	D	

**Explanation of Responses:**

- Shares underlying the option vest monthly over a one year period from the date of grant; provided however, that the remaining unvested balance will vest and become fully exercisable at the Issuer's 2024 annual meeting of stockholders. This represents a portion of the 2023 annual grant to the Reporting Person as a member of the Board of Directors of the Issuer.
- Each deferred stock unit is economically equivalent to one share of the Issuer's common stock.
- Shares underlying the deferred stock units shall vest at the Issuer's 2024 annual meeting of stockholders. The shares underlying the deferred stock units will be issued on (or as soon as reasonably practicable following) the earlier of the Reporting Person's separation from service or a change in ownership of the Issuer or a substantial portion of its assets or a change in effective control of the Issuer within the meaning of regulations issued under Section 409A of the Internal Revenue Code. This represents a portion of the 2023 annual grant to the Reporting Person as a member of the Board of Directors of the Issuer.

/s/ Ilan Katz, attorney-in-fact 08/03/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.