

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. 7)\*

**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)

**May 14, 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. 7 ("Amendment No. 7") 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. 7, and collectively, with the Original Schedule 13D, as amended on February 13, 2018, April 4, 2018, April 13, 2018, April 18, 2018, April 23, 2018 and May 2, 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 May 14, 2018, the Reporting Person issued a press release to comment on the recent decision of the Israeli District Court ordering the holding of an Extraordinary General Meeting ("EGM") of shareholders this June. A copy of the press release is attached hereto as Exhibit J 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 J            Press Release dated May 14, 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: May 14, 2018

/s/ Joseph E. Payne  
Joseph E. Payne

Arcturus Therapeutics Founder Joseph Payne Welcomes Court Decision to Set Date  
and Agenda of Extraordinary General Meeting to Vote for New Board Members

- Court rules that a notification for Extraordinary General Meeting must be issued this week
- The Extraordinary General Meeting to be scheduled between June 18 and June 24, 2018
- Court ruling also establishes an agenda for the June meeting that is substantially identical to the agenda Mr. Payne previously called for
- Change in Arcturus board restores competency and provides new path to significant growth

SAN DIEGO, Calif., May 14, 2018 (GLOBE NEWSWIRE) -- Joseph Payne, Founder and largest shareholder of Arcturus Therapeutics Ltd. (NASDAQ:ARCT) ("Arcturus" or the "Company"), owning approximately 13.7% of the issued and outstanding shares, yesterday welcomed the Israeli Court's (the "Court") decision to uphold shareholders' rights by sanctioning an Extraordinary General Meeting ("EGM") of shareholders for this June.

"We are very pleased that the Court has put an end to the Company's multiple attempts to prevent shareholders from exercising their fundamental right to vote their shares," said Mr. Payne. "The current Board of Directors' ongoing entrenchment tactics and never-ending, frivolous litigation has been costly and wasteful. Shareholders look forward to finally replacing this self-motivated, wasteful Board and bringing positive change to Arcturus."

Mr. Payne requisitioned an EGM in February for the purpose of revitalizing the Company with a new Board of highly qualified independent and experienced nominees — Peter Farrell, Andrew Sassine, James Barlow and Magda Marquet. However, after originally scheduling the EGM for May 7, 2018, Arcturus' current Board of Directors (the "Board") ignored its fiduciary duty and legal obligation to hold the EGM and instead announced it would postpone the shareholder vote indefinitely.

The Court ruled:

- The summons for the EGM is to be sent out by the Company before May 20, 2018
- The EGM is to be scheduled within 35 days of the summons being sent out

"With the Court sanctioning this meeting, we are now just weeks away from putting an end to the value destruction that shareholders have experienced and look forward with renewed commitment to an exciting R&D pipeline supported by a talented new board with the requisite experience, track record, and desire to propel Arcturus into a multibillion dollar company," added Mr. Payne.

In the meantime, Mr. Payne calls upon the current Board to act in accordance with their fiduciary duties and manage the affairs of the company in good faith until the EGM is held. Mr. Payne further urges the Board to refrain from further expenditures and last ditch reckless actions, such as the several that they have attempted to take over the last few months, solely for the purpose of entrenching themselves against the wishes and best interests of the shareholders.

Mr. Payne noted, "Despite attempts of the Board to the contrary, the future is now clear to shareholders — change is on the way and a better performing Arcturus is just around the corner."

Mr. Payne will be providing shareholders with proxy materials in due course. Shareholders are urged not to vote any proxy until they have received and reviewed materials from Mr. Payne.

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ADVISORS

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

**For further information:**

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Executive Vice President

Communication Strategy

Kingsdale Advisors

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