

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): April 11, 2023

**ARCTURUS THERAPEUTICS HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38942  
(Commission  
File Number)

32-0595345  
(I.R.S. Employer  
Identification No.)

10628 Science Center Drive, Suite 250  
San Diego, California 92121  
(Address of principal executive offices)

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:

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	ARCT	The Nasdaq Stock Market LLC

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.

## Item 7.01. Regulation FD Disclosure.

On April 11, 2023, Meiji Seika Pharma Co., Ltd., a subsidiary of Meiji Holdings Co., Ltd. ("Meiji") announced that it entered into a distribution agreement with Seqirus, Inc. ("CSL Seqirus"), a part of CSL Limited, and one of the world's leading influenza vaccine providers, for the distribution and sales of ARCT-154, Arcturus Therapeutics Holdings Inc.'s (the "Company" or "Arcturus") self-amplifying mRNA vaccine candidate against COVID-19, in Japan.

As previously announced, on December 12, 2022 (December 13, 2022 (JST)), Meiji announced it started a Phase III clinical trial in Japan of ARCT-154. The trial targeted a total of 780 adult participants, with half in the ARCT-154 group and half in a comparator group (Comirnaty®, Pfizer-BioNTech), and completed enrollment with 828 participants in February 2023.

Also as previously announced, in November 2022, the Company entered into a Collaboration and License Agreement (the "CSL Collaboration Agreement") with CSL Seqirus, for the global exclusive rights to research, develop, manufacture and commercialize Arcturus' self-amplifying mRNA vaccines against COVID-19, influenza and three other respiratory infectious diseases with non-exclusive rights to pandemic pathogens. The CSL Collaboration Agreement became effective on December 8, 2022.

The information set forth in this Item 7.01 is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.

### *Cautionary Note Regarding Forward-Looking Statements*

This Current Report on Form 8-K 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 Current Report on Form 8-K, are forward-looking statements, including those regarding the collaboration with CSL Seqirus, Meiji, or any collaborations, and the outcomes of clinical trials involving ARCT-154. 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. These statements are only current predictions or expectations, and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements, including those discussed under the heading "Risk Factors" in Arcturus' most recent Annual Report on Form 10-K, and in subsequent filings with, or submissions to, the Securities and Exchange Commission (the "SEC"), which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). 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.

## Item 9.01 Financial Statements and Exhibits.

### *(d) Exhibits.*

Exhibit No.	Description of Exhibit
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104	Cover Page to this Current Report on Form 8-K in Inline XBRL
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**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.

Date: April 11, 2023

**Arcturus Therapeutics Holdings Inc.**

By: /s/ Joseph E. Payne  
Name: Joseph E. Payne  
Title: Chief Executive Officer