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): November 25, 2020

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

(Former name or former address, if changed since last report)		
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: 		
	T	Name of each analysis
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 grown chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§24)		05 of the Securities Act of 1933 (§230.405 of this
Emerging growth company \square		
If an emerging growth company, indicate by check mark if the regis or revised financial accounting standards provided pursuant to Sect		

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 25, 2020, Arcturus Therapeutics Holdings Inc. (the "Company") filed a Certificate of Amendment (the "Amendment") to its Certificate of Incorporation with the Secretary of State of the State of Delaware to increase the number of shares of common stock it is authorized to issue from 30,000,000 shares to 60,000,000 shares. The effective date of the Amendment is November 25, 2020. A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

3.1 <u>Certificate of Amendment, dated November 25, 2020</u>

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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: November 25, 2020

Arcturus Therapeutics Holdings Inc.

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

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF ARCTURUS THERAPEUTICS HOLDINGS INC.

Adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

The undersigned, being a duly authorized officer of Arcturus Therapeutics Holdings Inc. (the "Corporation"), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended by striking out the second and third sentences of Article IV.A thereof and by substituting in lieu thereof as follows:

"The total number of shares of capital stock which the Corporation is authorized to issue is Seventy Million (70,000,000) shares. Sixty Million (60,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent (\$0.001)."

2. That such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the affirmative vote of the holders of a majority of the stock entitled to vote at a meeting of stockholders.

Dated: November 25, 2020

ARCTURUS THERAPEUTICS HOLDINGS INC.

By: /s/ Joseph Payne
Name: Joseph Payne

Title: Chief Executive Officer