

**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): December 23, 2019 (December 20, 2019)

Arbutus Biopharma Corporation

(Exact name of registrant as specified in charter)

British Columbia, Canada <small>(State or other jurisdiction of incorporation)</small>	001-34949 <small>(Commission File Number)</small>	98-0597776 <small>(IRS Employer Identification No.)</small>
701 Veterans Circle Warminster, Pennsylvania <small>(Address of principal executive offices)</small>	18974 <small>(Zip Code)</small>	

(267) 469-0914

Registrant's telephone number, including area code

(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 Shares, without par value	ABUS	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 1.01. Entry into a Material Definitive Agreement.

On December 20, 2019, Arbutus Biopharma Corporation (the “Company”) entered into an amendment (the “Amendment”) to the Open Market Sale AgreementSM, dated December 20, 2018 (the “Sale Agreement”), by and between the Company and Jefferies LLC, as sales agent (the “Agent”), in connection with the Company’s filing of a new shelf registration statement on Form S-3 (File No. 333-235674), filed with the Securities and Exchange Commission (the “SEC”) on December 23, 2019 (the “New Shelf Registration Statement”). The Amendment revised the Sale Agreement to reflect that the Company may sell its common shares, without par value (the “Common Shares”), from time to time for an aggregate sales price of up to \$50.0 million under the New Shelf Registration Statement. Under the original terms of the Sale Agreement, the Company, through the Agent, may issue and sell Common Shares pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-215290), previously filed with the SEC on December 23, 2016 and subsequently amended on January 12, 2017, and declared effective by the SEC on January 19, 2017 (the “Original Shelf Registration Statement”), and the Company’s prospectus supplement filed with the SEC on December 20, 2018 (the “2018 Prospectus”). Under the rules of the Securities Act of 1933, the Original Shelf Registration Statement is set to expire on January 19, 2020. The Company has remaining capacity under the Sale Agreement to sell up to approximately \$36.2 million of its Common Shares under the Original Shelf Registration Statement until its expiration.

This description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 1.1 and incorporated by reference herein.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Common Shares nor shall there be any sale of the Common Shares in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
1.1	<u>Amendment No. 1 to the Open Market Sale AgreementSM, dated December 20, 2019, by and between Arbutus Biopharma Corporation and Jefferies LLC (incorporated herein by reference to Exhibit 1.3 of Arbutus Biopharma Corporation’s Registration Statement on Form S-3 (File No. 333-235674), filed with the SEC on December 23, 2019).</u>

SIGNATURE

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.

Arbutus Biopharma Corporation

Date: December 23, 2019

By: /s/ David C. Hastings

Name: David C. Hastings

Title: Chief Financial Officer