

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>McElhaugh Michael J.</u>  (Last) (First) (Middle) C/O ARBUTUS BIOPHARMA CORPORATION 701 VETERANS CIRCLE  (Street) WARMINSTER PA 18974  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arbutus Biopharma Corp [ ABUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</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			
Common Shares	02/01/2024		A		123,800 <sup>(1)</sup>	A	\$0	1,514,957	D	
Common Shares	02/02/2024		S <sup>(2)</sup>		10,164	D	\$2.3125	1,504,793	D	

**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)	\$2.4 <sup>(3)</sup>	02/01/2024		A		495,100		(4)	02/01/2034	Common Shares	495,100	\$0	495,100	D	

**Explanation of Responses:**

- Represents the grant of restricted stock units ("RSUs"), which represent a contingent right to receive one common share for each RSU. The RSUs vest in three equal annual installments beginning one year from the grant date, subject to the Reporting Person's continuous service as of each vesting date. Unless otherwise provided, on each vesting date, common shares will automatically be sold to satisfy the Reporting Person's tax withholding obligations in a non-discretionary transaction.
- Represents the non-discretionary sale of common shares pursuant to the Reporting Person's 10b5-1 Plan, adopted on March 3, 2023, to satisfy the Reporting Person's tax obligations with respect to the vesting of a previous grant of restricted stock units.
- Reflects the closing price of the Company's common shares on the Nasdaq Stock Market on the date of the grant.
- This option vests over a four-year period, with 1/48th of the shares subject to the option vesting in substantially equal monthly installments measured from one month following the grant date, subject to the Reporting Person's continuous service as of each vesting date.

**Remarks:**

/s/ David C. Hastings as attorney-in-fact for Michael J. McElhaugh 02/05/2024

\*\* 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.