

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-K/A**  
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Fiscal Year Ended December 31, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-34949

**Arbutus Biopharma Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**British Columbia, Canada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-0597776**  
(I.R.S. Employer  
Identification No.)

701 Veterans Circle, Warminster, PA 18974  
(Address of Principal Executive Offices)

267-469-0914  
(Registrant's Telephone Number, Including Area Code):

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

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered</b>
Common shares, without par value	ABUS	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an "emerging growth company". See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2019, the last business day of the registrant's most recently completed second fiscal quarter, the approximate aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant was \$118,248,358 (based on the closing price of \$2.08 per share as reported on the NASDAQ Global Select Market as of that date).

As of March 2, 2020, the registrant had 68,941,406 common shares, without par value, outstanding. In addition, the registrant had outstanding 1,164,000 convertible preferred shares, which will be mandatorily converted into approximately 23 million common shares on October 18, 2021. Assuming the convertible preferred shares were converted as of March 2, 2020, the registrant would have had approximately 92 million common shares outstanding at March 2, 2020.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2020 Annual Meeting of Stockholders, which the registrant intends to file pursuant to Regulation 14A with the Securities and Exchange Commission no later than 120 days after the registrant's fiscal year end of December 31, 2019, are incorporated by reference into Part III of this Form 10-K, as amended.

## EXPLANATORY NOTE

This Amendment No.1 (the "Amendment No. 1") to the Annual Report on Form 10-K of Arbutus Biopharma Corporation (the "Company") for the year ended December 31, 2019 as filed with the U.S. Securities and Exchange Commission on March 5, 2020 (the "Original Form 10-K"), is being filed for the sole purpose of correcting the Consent of Independent Registered Public Accounting Firm filed as Exhibit 23.1 to the Original Form 10-K (the "Consent"). The original Consent inadvertently omitted the date of the Consent. A corrected Consent is filed as Exhibit 23.1 attached hereto.

Except as otherwise expressly noted herein, this Amendment No. 1 does not modify or update in any way the financial position, results of operations, cash flows, or other disclosures in, or exhibits to, the Original Form 10-K, nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), new certifications by the Company's principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment No. 1 pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. As no financial statements have been included in this Amendment No. 1 and it does not contain or amend any disclosure with respect to Items 307 or 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment No. 1.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

<u>Exhibit</u>	<u>Description</u>
23.1*	<a href="#">Consent of KPMG LLP, an Independent Registered Public Accounting Firm.</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 6, 2020.

**ARBUTUS BIOPHARMA CORPORATION**

By: /s/ William Collier  
William Collier  
President and Chief Executive Officer

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Arbutus Biopharma Corporation

We consent to the incorporation by reference in the registration statement (No. 333-235674) on Form S-3, and registration statements (No. 333-233192, No. 333-228919, No. 333-202762, No. 333-212115, and No. 333-186185) on Form S-8 of Arbutus Biopharma Corporation (the "Company") of our report dated March 7, 2019, with respect to the consolidated balance sheet of the Company as of December 31, 2018 and the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows for the year then ended, and related notes, which report appears in the December 31, 2019 Form 10-K of the Company.

/s/ KPMG LLP  
Chartered Professional Accountants

Vancouver, Canada  
March 5, 2020

CERTIFICATION PURSUANT TO RULE 13a-14 AND 15d-14 OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002

I, William Collier, President and Chief Executive Officer of Arbutus Biopharma Corporation, certify that:

1. I have reviewed this Form 10-K/A;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: March 6, 2020

/s/ William Collier

Name: William Collier  
Title: President and Chief Executive Officer  
(Principal Executive Officer)

CERTIFICATION PURSUANT TO RULE 13a-14 AND 15d-14 OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002

I, David Hastings, Chief Financial Officer of Arbutus Biopharma Corporation, certify that:

1. I have reviewed this Form 10-K/A;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: March 6, 2020

/s/ David Hastings

Name: David Hastings

Title: Chief Financial Officer