
**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): February 14, 2018

Arbutus Biopharma Corporation
(Exact Name of Registrant as Specified in Charter)

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

001-34949
(Commission File Number)

980597776
(I.R.S. Employer Identification Number)

100-8900 Glenlyon Parkway, Burnaby, British Columbia, Canada V5J 5J8
(Address of Principal Executive Offices) (Zip Code)

(604) 419-3200
(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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

Arbutus announced today that it has entered into an exclusivity agreement with Roivant Sciences (Exclusivity Agreement) providing for a period that expires on March 15, 2018. Pursuant to the Exclusivity Agreement, during this period, Arbutus and Roivant agree to negotiate on an exclusive basis the terms and conditions of a proposal to jointly develop Arbutus' nucleic acid delivery platform based on its Lipid Nanoparticle (LNP) technology and GalNAc technology (collectively, Delivery Technologies) through a new company that would jointly own, manage, and develop the Delivery Technologies. There are no assurances that Arbutus and Roivant will reach an agreement regarding any such transaction or that any such transaction will be consummated. Arbutus issued a press release in respect of the entering of the exclusivity agreement, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

[99.1](#) Press Release issued by the Company on February 14, 2018.

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: February 14, 2018

By: /s/ Bruce G. Cousins

Bruce G. Cousins

Executive Vice President and Chief Financial Officer

Arbutus Enters Exclusivity Agreement with Roivant Sciences

VANCOUVER, British Columbia and WARMINSTER, Pa., Feb. 14, 2018 (GLOBE NEWSWIRE) -- Arbutus Biopharma Corporation (Nasdaq:ABUS), an industry-leading Hepatitis B Virus (HBV) therapeutic solutions company, announced today that Arbutus and Roivant entered into an exclusivity agreement (Exclusivity Agreement) providing for a period that expires on March 15, 2018. Pursuant to the Exclusivity Agreement, during this period, Arbutus and Roivant agree to negotiate on an exclusive basis the terms and conditions of a proposal to jointly develop Arbutus' nucleic acid delivery platform based on its Lipid Nanoparticle (LNP) technology and GalNAc technology (collectively, Delivery Technologies) through a new company that would jointly own, manage, and develop the Delivery Technologies. There are no assurances that Arbutus and Roivant will reach an agreement regarding any such transaction or that any such transaction will be consummated.

About Arbutus

Arbutus Biopharma Corporation is a biopharmaceutical company dedicated to discovering, developing and commercializing a cure for patients suffering from chronic HBV infection. For more information, visit www.arbutusbio.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and forward looking information within the meaning of Canadian securities laws (collectively, "forward-looking statements"). Forward-looking statements in this press release include statements about an exclusivity period with Roivant expiring on March 15, 2018; jointly developing Arbutus' nucleic acid delivery platform based on its Delivery Technologies through a new company that would jointly own, manage, and develop the Delivery Technologies; and discovering, developing and commercializing a cure for chronic HBV infection.

With respect to the forward-looking statements contained in this press release, Arbutus has made numerous assumptions regarding, among other things: the successful negotiation during the exclusivity period; the continued demand for Arbutus' assets, including its Delivery Technologies; and the stability of economic and market conditions. While Arbutus considers these assumptions to be reasonable, these assumptions are inherently subject to significant business, economic, competitive, market and social uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause Arbutus' actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements contained herein. Known risk factors include, among others: Arbutus and Roivant may not reach an agreement regarding the contemplated transaction or on any such transaction; demand for Arbutus' assets may lower; economic and market conditions may worsen; and market shifts may require a change in strategic focus.

A more complete discussion of the risks and uncertainties facing Arbutus appears in Arbutus' Annual Report on Form 10-K and Arbutus' continuous disclosure filings, which are available at www.sedar.com and at www.sec.gov. All forward-looking statements herein are qualified in their entirety by this cautionary statement, and Arbutus disclaims any obligation to revise or update any such forward-looking statements or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments, except as required by law.

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