

**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) July 2, 2019

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)

98-0597776

(IRS Employer
Identification No.)

701 Veterans Circle
Warminster, Pennsylvania

(Address of principal executive offices)

18974

(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 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, no 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 July 2, 2019, Arbutus Biopharma Corporation (“Arbutus”) entered into a Purchase and Sale Agreement (the “Agreement”) with OCM IP Healthcare Portfolio LP, an affiliate of the Ontario Municipal Employees Retirement System (collectively, “OMERS”), pursuant to which Arbutus sold to OMERS part of its royalty interest on future global net sales of ONPATTRO™ (patisiran), an RNA interference therapeutic currently being sold by Alnylam Pharmaceuticals, Inc. (“Alnylam”).

ONPATTRO utilizes Arbutus’ lipid nanoparticle (“LNP”) technology, which was licensed to Alnylam pursuant to that certain Cross-License Agreement, dated November 12, 2012, by and between Arbutus and Alnylam (the “LNP License Agreement”).

Under the terms of the LNP License Agreement, Arbutus is entitled to tiered royalty payments on net sales of ONPATTRO ranging from 1.00% - 2.33% after offsets, with the highest tier applicable to annual net sales above \$500 million. This royalty interest has been sold to OMERS, effective as of January 1, 2019, for \$20 million in gross proceeds before advisory fees. OMERS will retain this entitlement until it has received \$30 million in royalties, at which point 100% of such royalty interest on future global net sales of ONPATTRO will revert to Arbutus.

The description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Agreement, which will be filed as an exhibit to Arbutus’ Quarterly Report on Form 10-Q for the three months ended June 30, 2019.

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: July 3, 2019

By: /s/ David C. Hastings

Name: David C. Hastings

Title: Chief Financial Officer