

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2018 (Report No. 5)

Commission File No. 001-35932

ARCTURUS THERAPEUTICS LTD.

(Translation of registrant's name into English)

10628 Science Center Drive, Suite 250

San Diego, California 92121

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x

Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

Other Events

On May 30, 2018, Arcturus Therapeutics Ltd. (the “Company”) published a notice that the extraordinary general meeting of shareholders of the Company that was announced on May 21, 2018 and was scheduled to be held on June 25, 2018 has been rescheduled to Thursday, July 5, 2018 at 10 a.m. Pacific time at the offices of Arcturus’ U.S. legal counsel, Dentons US LLP, located at 4655 Executive Drive, Suite 700, San Diego, CA 92121 (the “Meeting”). Following the record date for the Meeting, which remains unchanged at Wednesday, June 6, 2018, the Company will distribute a proxy statement describing the proposed resolutions for the Meeting and a proxy card to all shareholders of record as of the record date. The rescheduling of the Meeting resulted from the execution by the Company of that certain Agreement and Release, dated as of May 28, 2018 (the “Settlement Agreement”), by and among the Company, Arcturus Therapeutics, Inc., a wholly-owned subsidiary of the Company, Stuart Collinson, Craig Willett, Daniel Geffken, David Shapiro, Joseph E. Payne (“Payne”), Dr. Padmanabh Chivukula (“Chivukula”), Mark Herbert and Rebecque Laba. The notice is attached hereto as Exhibit 99.1. The Notice of the Meeting is available on the Company’s website at www.arcturusrx.com.

Pursuant to the Settlement Agreement, shareholders holding in the aggregate 52.81% of the voting rights in the Company have given an irrevocable proxy to vote their shares in favor of certain proposed resolutions for the Meeting. The form of irrevocable proxy is attached hereto as Exhibit 99.2.

On May 31, 2018, the Company published a notice that Dr. Peter Farrell has been named Chairman of the Board of Directors of the Company, that Payne has been reinstated as President and CEO of the Company and that Chivukula has been reinstated as Chief Scientific Officer and Chief Operating Officer of the Company. The notice is attached hereto as Exhibit 99.3.

Exhibits

99.1	Press Release dated May 30, 2018 of Arcturus Therapeutics Ltd., announcing the rescheduling and agenda of the Meeting
99.2	Form of Irrevocable Proxy
99.3	Press Release dated May 31, 2018 of Arcturus Therapeutics Ltd., announcing the naming of Chairman and selected management appointments

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, thereunto duly authorized.

ARCTURUS THERAPEUTICS LTD.

By: /s/ Joseph E. Payne
Name: Joseph E. Payne
Title: Chief Executive Officer

Date: May 31, 2018

Arcturus Therapeutics Announces Extraordinary General Meeting of Shareholders

SAN DIEGO, May 30, 2018 (GLOBE NEWSWIRE) -- Arcturus Therapeutics Ltd. ("**Arcturus**" or the "**Company**") (NASDAQ:ARCT), an RNA medicines company, today announced that the Extraordinary General Meeting of the Shareholders of the Company that was announced on May 21, 2018 and was scheduled to be held on June 25, 2018, is rescheduled to Thursday, July 5, 2018 at 10 a.m. Pacific time at the offices of Arcturus' U.S. legal counsel, Dentons US LLP, located at 4655 Executive Drive, Suite 700, San Diego, CA 92121 (the "**Meeting**").

The rescheduling of the Meeting resulted from the execution by the Company of that certain Agreement and Release, dated as of May 28, 2018 (the "**Agreement**"), by and among the Company, Arcturus Therapeutics Inc., Stuart Collinson ("**Collinson**"), Craig Willett ("**Willett**"), Daniel Geffken ("**Geffken**"), David Shapiro ("**Shapiro**"), Joseph Payne ("**Payne**"), Padmanabh Chivukula ("**Chivukula**"), Mark Herbert ("**Herbert**") and Rebecque Laba (the "**Laba**").

The record date will remain unchanged at June 6, 2018.

The agenda of the Meeting will be changed, and will include:

Proposal 1: To amend articles 4.2.1 and 4.2.2 of the Articles of Association of the Company (the "**Articles**"), with immediate effect, so that the authority to determine the number of directors to the board of directors of the Company (the "**Board**"), as well as the authority to elect new directors to the Board is also provided – in any circumstances - to extraordinary general meetings of the shareholders of the Company. The proposed amendments to these articles shall come into effect upon the approval of this resolution by the Meeting, and are as follows:

“4.2.1 The number of Directors of the Company shall be determined from time to time by the Annual Meeting **or an Extraordinary Meeting**, provided that this shall not be fewer than 5 and not more than 11 Directors, including External Directors. The number of External Directors in the Company shall not be less than the number determined in the Companies Law.”

“4.2.2 Other than External Directors (who shall be elected and serve in office in strict accordance with the provisions of the Companies Law), the Directors in the Company shall be elected at an Annual Meeting **or at an Extraordinary Meeting** and shall serve in their office until the next Annual Meeting following one year from their election, or until they cease to serve in their office in accordance with the provisions of the Articles or any law, whichever is the earlier.”

Proposal 2: Further to the approval of proposal 1 of the agenda, or if not approved then pursuant to article 4.2.11 to the Articles, to approve the appointment of Mr. Peter Farrell, Mr. Andrew Sassine, Mrs. Magda Marquet and Mr. James Barlow (all 4 the: "**New Directors**") as directors to the Board, and approval of payment of remuneration to each of the New Directors and their inclusion in the Company's Directors and Officers insurance coverage, both as provided under the Company's remuneration policy.

Proposal 3: Approval of the execution of the Agreement by the Company, and the performance of the Company's obligations thereunder, in their entirety, including, without limitation:

- (i) Approval of grant by the Company of releases to each of Collinson, Willett, Geffken, and Shapiro (the four collectively, the "**Resigning Directors**") and to Herbert and Laba, and to Payne and Chivukula, (all as provided in section 11(c) of the Agreement); and
- (ii) Approval of the dismissal of all Pending Litigation (as defined in the Agreement) with prejudice; and
- (iii) Approval of the payment of remuneration of compensation to the Resigning Directors and to Payne, with respect to cash fees paid and to be paid for their service as directors to the Board for the period preceding the Effective Date of the Agreement (as set forth on Annex B to the Agreement); and
- (iv) Approval of the purchase by the Company of a "tail" directors and officers insurance policy covering all current and former directors and officers for any acts or events occurring prior to the Effective Date of the Agreement for a period of at least six years, subject to the terms of the Agreement; and
- (v) Approval of reimbursement of Payne and of Chivukula for any reasonable legal and other costs and expenses incurred by either of them in pursuing dismissal of the Pending Litigation (as defined in the Agreement) and the entry into the Agreement.

Proposal 4: Approval of payment remuneration to Herbert (as provided in Section 3 of the Agreement).

Proposals 1, 3 and 4 as included in the press release dated May 21, 2018 have been removed from the agenda for the Meeting.

Pursuant to the Agreement, shareholders holding in the aggregate 52.81% of the voting rights in the Company have given an irrevocable proxy to vote their shares in favor of resolutions 3 and 4 on the agenda.

***Arcturus' Board of Directors Recommends that Arcturus' Shareholders Vote
"FOR" Proposals 1, 2, 3 and 4, above.***

Further Details Concerning the EGM

The presence in person or by proxy of two or more shareholders possessing at least one-third (1/3) of Arcturus' voting rights will constitute a quorum at the shareholders meeting. In the absence of a quorum within one hour of the scheduled time for the meeting, the meeting will be adjourned for one week and will be held on Thursday, July 12, 2018 at the same time and place, unless Arcturus otherwise informs its shareholders. At such adjourned meeting, the presence of at least two shareholders in person or by proxy (regardless of the voting rights possessed by their shares) will constitute a quorum. Approval of each proposal at the meeting (or any adjournment thereof) requires the affirmative vote of a majority of the ordinary shares present (in person or by proxy) and voting thereon (which excludes abstentions and broker non-votes).

Registered holders who are unable to attend the meeting in person will be requested to complete, date and sign their proxy cards and return them promptly in the pre-addressed envelope that will be provided, so as to be received not later than 11:59 PM, Eastern time, on Wednesday, July 4, 2018. No postage will be required if a proxy card is mailed in the United States to Arcturus' U.S. transfer agent, Continental Stock Transfer & Trust Company. Shareholders who attend the meeting in person may revoke their proxies and vote their ordinary shares at the meeting. Shareholders whose ordinary shares in Arcturus are held in "street name" (i.e., through a bank, broker or other nominee) will be able to either direct the registered record holder of their shares on how to vote such shares or obtain a legal proxy from the registered record holder to enable such "street name" holder to participate in and to vote such shares at the meeting (or to appoint a proxy to do so). An earlier deadline may apply to receipt of such "street name" shareholders' voting instruction forms.

The Board urges you to return the proxy card or voting instruction form to be sent to you in order to vote FOR Proposals 1, 2, 3 and 4.

About Arcturus Therapeutics Ltd.

Founded in 2013 and based in San Diego, Arcturus Therapeutics Ltd. (NASDAQ:ARCT) is an RNA medicines company with enabling technologies – UNA Oligomer chemistry and LUNAR® lipid-mediated delivery. Arcturus’ diverse pipeline of RNA therapeutics includes programs pursuing rare diseases, Hepatitis B, non-alcoholic steatohepatitis (NASH), cystic fibrosis, and vaccines. Arcturus’ versatile RNA therapeutics platforms can be applied toward multiple types of RNA medicines including small interfering RNA, messenger RNA, replicon RNA, antisense RNA, microRNA and gene editing therapeutics. Arcturus owns LUNAR lipid-mediated delivery and Unlocked Nucleomonomer Agent (UNA) technology including UNA Oligomers, which are covered by its extensive patent portfolio (120 patents and patent applications, issued in the U.S., Europe, Japan, China and other countries). Arcturus’ proprietary UNA technology can be used to target individual genes in the human genome, as well as viral genes, and other species for therapeutic purposes. Arcturus’ commitment to the development of novel RNA therapeutics has led to partnerships with Janssen Pharmaceuticals, Inc., part of the Janssen Pharmaceutical Companies of Johnson & Johnson, Ultragenyx Pharmaceutical, Inc., Takeda Pharmaceutical Company Limited, Synthetic Genomics Inc., CureVac AG and Cystic Fibrosis Foundation Therapeutics Inc. For more information, visit www.ArcturusRx.com, the content of which is not incorporated herein by reference.

Additional Information and Where to Find It

In connection with the meeting, Arcturus will make available to its shareholders of record a proxy statement describing the time and place for, and other logistical information related to, the meeting, information regarding the identity of the participants, and their director or indirect interests, by security holdings or otherwise, and describing the proposals to be voted upon at the meeting, along with a proxy card enabling them to submit their votes on that proposal. Arcturus will also be furnishing copies of the proxy statement and proxy card to the United States Securities and Exchange Commission, or the SEC, in a Report of Foreign Private Issuer on Form 6-K, which may be obtained for free from the SEC’s website at www.sec.gov and will be available on Arcturus’ website at <http://ir.arcturusrx.com/>. SHAREHOLDERS OF ARCTURUS ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Arcturus and certain of its directors and executive officers are expected to be participants in the solicitation of proxies from Arcturus’ shareholders in connection with the EGM.

The full text of the proposed resolutions for the meeting, together with the form of proxy card, may also be viewed at the registered office of Arcturus, c/o Barnea Jaffa Lande, Law Offices, from Sunday to Thursday (excluding holidays), 10:00 a.m. to 5:00 p.m. (Israel time). Arcturus' telephone number at its registered office is +972-3-6400600.

Forward-Looking Statements

This press release may contain “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact, included in this press release regarding strategy, future operations, collaborations, future financial position, prospects, plans and objectives of management are forward-looking statements. Examples of such statements may include, but are not limited to, statements relating to the expectations regarding solicitation of proxies and voting by Arcturus' shareholders. Arcturus may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in any forward-looking statements and you should not place undue reliance on those forward-looking statements. Any such statements are based on management's current expectations and involve risks and uncertainties. Actual results and performance could differ materially from those projected in any forward-looking statements.

The forward-looking statements contained or implied in this press release are subject to other risks and uncertainties, including those discussed under the heading “Risk Factors” in Arcturus' (formerly Alcobra Ltd.'s) Annual Report on Form 20-F for the fiscal year ended December 31, 2017, filed with the SEC on May 14, 2018 and in subsequent filings with, or submissions to, the SEC. Except as otherwise required by law, Arcturus disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events or circumstances or otherwise.

Contact

Arcturus Therapeutics
Investor Relations Department
(858) 900-2660
info@arcturusRx.com

IRREVOCABLE PROXY AND POWER OF ATTORNEY

The undersigned, _____ [full name] (the “**Appointer**”), a shareholder in Arcturus Therapeutics Ltd, a company incorporated under the laws of the State of Israel, company number 514098995 (the “**Company**”), hereby provides this Irrevocable Proxy and Power of Attorney (the “**Irrevocable Proxy**”).

The Appointer is the holder of _____ Ordinary Shares of the Company (together with any additional shares acquired by the undersigned on or prior to the record date for the 2018 EGM (defined below), the “**Shares**”), as evidenced by the proof of shareholding attached to this Irrevocable Proxy, and hereby appoints Mark Herbert and Joseph Payne, jointly and not severally, as Appointer’s proxies to represent the Appointer at the extraordinary meeting of the shareholders of the Company, currently scheduled to be held on June 25, 2018 (the “**2018 EGM**”), including any deferred, postponed or adjourned meeting thereof (the “**Appointees**”) and hereby irrevocably and without discretion instructs the Appointees to vote in Appointer’s name and on Appointer’s behalf, with respect to all of the Shares, in favor of the following resolution, in its entirety, to be brought before the 2018 EGM (the “**Resolution**”):

Further to the approval by the audit committee and the board of the directors of the Company (the “**Board**”), approval of the execution by the Company of the Agreement and Release by and among the Company, Arcturus Therapeutics, Inc., Stuart Collinson, Craig Willett, Daniel Geffken, David Shapiro, Joseph Payne, Padmanabh Chivukula, Mark Herbert and Rebecque Laba dated May __, 2018 (the “**Agreement**”) and the performance of the Company’s obligations thereunder, in their entirety, including, without limitation:

- (i) Grant by the Company of releases to each of Stuart Collinson, Craig Willett, Daniel Geffken, David Shapiro, Joseph Payne, Padmanabh Chivukula, Mark Herbert and Rebecque Laba (as provided in section 12 to the Agreement); and
- (ii) Dismissal of all Pending Litigation (as defined in the Agreement) with prejudice; and
- (iii) Remuneration of compensation to the directors of the Company (as provided in Section 3 and, with respect to cash fees paid and to be paid, as set forth on Annex B to the Agreement); and
- (iv) Remuneration of compensation to Mark Herbert and Rebecque Laba (as provided in Section 3 of the Agreement); and
- (v) Subject to the terms of the Agreement, purchase of a “tail” insurance policy on the Company’s existing directors; and
- (vi) Reimbursement of Joseph Payne and of Padmanabh Chivukula for any reasonable legal and other costs and expenses incurred by either of them in pursuing Pending Litigation (as defined in the Agreement).

For the avoidance of doubt, the Appointees must vote in favor of the Resolution in its entirety, and may not elect only to vote only on a part of the Resolution.

Transfer restriction: The Appointer hereby covenants and agrees that Appointer will not, directly or indirectly, sell, transfer, assign, pledge, hypothecate, cause to be redeemed or otherwise dispose of any of the Shares held by the Appointer prior to the close of business on the record date for the 2018 EGM without first obtaining an executed Irrevocable Proxy of such transferee, in the form of this Irrevocable Proxy.

The Appointer confirms that this Irrevocable Proxy is being granted as part of a settlement of the Pending Litigation and such other matters set forth in the Agreement, and that the parties to the Agreement are entering thereto in reliance upon the Appointer's grant of this Irrevocable Proxy and the performance thereof by the Appointees. Therefore, as this Irrevocable Proxy is created for the purpose of securing the rights of third parties and is irrevocable.

Notwithstanding the aforesaid, in the event that the Agreement will not be executed by all parties thereto, or if the Agreement otherwise fails to enter into effect or is terminated, then this Irrevocable Proxy shall forthwith expire and be of no further force or effect.

For the avoidance of doubt, this Irrevocable Proxy only applies to the participation and vote of the Shares on the Resolution at the 2018 EGM, including any deferred, postponed or adjourned meeting thereof, and not to any other proposal, meeting or vote.

IN WITNESS WHEREOF, the undersigned executed this Irrevocable Proxy and Power of Attorney

Shareholders Signature

By: _____
Date: _____ May __, 2018

Witness Signature

Name: _____
Date: _____ May __, 2018

Attached: proof of shareholding

Arcturus Announces Management Appointments; Company Founder Joseph E. Payne Reinstated as President and CEO

Industry veteran Dr. Peter Farrell named as Chairman of the Board, Dr. Pad Chivukula reinstated as CSO and COO

SAN DIEGO, May 31, 2018 (GLOBE NEWSWIRE) -- Arcturus Therapeutics Ltd. (NASDAQ:ARCT), a leading RNA medicines company, today announced that Dr. Peter Farrell has been named as Chairman of the Board of Directors of the Company. Joseph E. Payne has been reinstated as President and CEO and Dr. Pad Chivukula has been reinstated as Chief Scientific Officer and Chief Operating Officer.

“I am extremely pleased to resume my role as President and CEO of Arcturus,” stated Joseph Payne. “With the litigation behind us, the team is 100% committed to developing our pipeline of novel RNA therapeutics, to strengthening and advancing all of our pharmaceutical partnerships and to creating value for our shareholders.”

“I am delighted to be named Chairman of Arcturus,” said Dr. Peter Farrell, “I believe that the proprietary chemistry and drug delivery platforms developed by Arcturus set it apart from its peers and provide significant competitive advantages. I look forward to working with the team over the coming years to build a world class RNA medicines company.”

About Dr. Peter Farrell

Dr. Peter Farrell is the founder, former long-term CEO and current Chairman of ResMed (NYSE:RMD). Under Dr. Farrell’s management, ResMed earned substantial recognition as a leader in its industry and one of the best run and fastest growing companies in America. Dr. Farrell serves on the board of trustees of The Scripps Research Institute in La Jolla and is Chairman of the Boston-based POC NMR diagnostic company, WaveGuide. He was inducted as 1998 San Diego Entrepreneur of the Year for Health Sciences, 2001. Australian Entrepreneur of the Year and 2005 US National Entrepreneur of the Year for Health Sciences. He served as Vice Chairman of the Sleep Medicine Executive Council at Harvard Medical School, from 2000 to 2010 and then as Chairman from 2010 until 2013. He serves on various academic advisory boards including UCSD’s Jacobs School of Engineering, where he was named the 2012 Gordon Fellow, UCSD’s Rady Business School and the MIT Dean of Engineering’s Advisory Council. Dr. Farrell holds a B.E. with honors in chemical engineering from the University of Sydney, an SM in chemical engineering from MIT, and a PhD in bioengineering from the University of Washington, Seattle.

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Forward-Looking Statements

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