

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARCH THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

46-0524102
(I.R.S. Employer
Identification No.)

**235 Walnut Street, Suite 6
Framingham, MA 01702**
(Address of Principal Executive Offices and Zip Code)

ARCH THERAPEUTICS, INC. 2013 STOCK INCENTIVE PLAN
(Full title of the plan)

Terrence W. Norchi
Chief Executive Officer
Arch Therapeutics, Inc.
235 Walnut Street, Suite 6
Framingham, MA 01702
(Name and address of agent for service)

(617) 431-2313
(Telephone number, including area code, of agent for service)

Copy to:
John D. Hogboom, Esq.
Lowenstein Sandler LLP
One Lowenstein Drive
Roseland, New Jersey 07068

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	3,000,000	\$ 0.585	\$ 1,755,000	\$ 212.71

(1) Represents the number of additional shares of common stock, par value \$0.001 per share ("Common Stock"), of Arch Therapeutics, Inc.

(the “**Company**” or “**Registrant**”), that may be issued in connection with the Arch Therapeutics, Inc. 2013 Stock Incentive Plan (the “**Plan**”). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also registers such additional shares of Common Stock as may be offered or issued under the Plan to prevent dilution from stock splits, stock dividends, or similar transactions.

- (2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h)(1) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price for the shares have been determined on the basis of the average of the high and low prices of the registrant’s Common Stock reported on the OTCQB tier of the OTC Marketplace on December 17, 2018, which were \$0.55 and \$0.62, respectively.



**STATEMENT REGARDING REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION
E**

This registration statement on Form S-8 (this “**Registration Statement**”) is filed by Arch Therapeutics, Inc. (the “**Company**” or “**Registrant**”), to register an additional 3,000,000 shares of the Registrant’s common stock, par value \$0.001 per share (the “**Common Stock**”), which may be issued under the Arch Therapeutics, Inc. 2013 Stock Incentive Plan (the “**Plan**”).

Pursuant to Section 3(a) of the Plan, on the first business day of each fiscal year commencing with the fiscal year beginning October 1, 2013, the number of shares of Common Stock issuable under the Plan for all awards except for incentive stock option awards automatically increase by an amount equal to the lesser of (A) 3,000,000 shares, (B) four (4) percent of the number of shares outstanding on the last day of the immediately preceding fiscal year of the Company, or (C) such lesser number of shares as determined by the Company’s Board of Directors (the “**Annual Increase**”). Since the number of shares of Common Stock outstanding as of September 30, 2018, the last day of the immediately preceding fiscal year, was 164,397,013 shares, the Annual Increase for the fiscal year commencing October 1, 2018 is 3,000,000 shares of Common Stock.

Pursuant to the Registration Statements on Form S-8 filed by the Registrant on January 23, 2014 (Registration No. 333-193516), December 23, 2014 (Registration No. 333-201229), October 7, 2015 (Registration No. 333-207314), November 4, 2016 (Registration No. 333-214429) and October 12, 2017 (File No. 333-220918), respectively (collectively, the “**Prior Registration Statements**”), the Registrant previously registered an aggregate of 22,676,958 shares of Common Stock. The additional shares of Common Stock being registered by this Registration Statement are of the same class as those securities registered on the Prior Registration Statements and represent an increase in the total shares of Common Stock that have been registered for sale under the Securities Act from 22,676,958 to 25,676,958. The contents of the Prior Registration Statements, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “**SEC**”). Such documents are not being filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents, filed with the SEC by the Company, are incorporated by reference into this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 filed with the SEC on December 18, 2018, pursuant to the Securities Exchange Act of 1934, as amended (the "**Exchange Act**");
- (b) the Company's Current Reports on Form 8-K, filed with the SEC on October 1, 2018, November 26, 2018, November 28, 2018, December 4, 2018, December 6, 2018 and December 17, 2018, respectively, in each case pursuant to the Exchange Act; and
- (c) the description of the Company's Common Stock, which is contained in the Company's Registration Statement on Form 8-A, filed with the SEC on June 26, 2013, together with any amendment or report filed with the SEC for the purpose of updating this description.

In addition, all documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents with the SEC; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference in this Registration Statement, including any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Index to Exhibits and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Framingham, State of Massachusetts, on December 19, 2018.

Arch Therapeutics, Inc.

/s/ Terrence W. Norchi, MD

Terrence W. Norchi, MD

President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Arch Therapeutics, Inc., a Nevada corporation (the "**Company**"), do hereby constitute and appoint each of Terrence W. Norchi and Richard E. Davis as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement and any subsequent registration statement filed by the registrant pursuant to Rule 462(b) of the Securities Act of 1933, as amended, which relates to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Terrence W. Norchi, MD</u> Terrence W. Norchi, MD	President, Chief Executive Officer, and Director (Principal Executive Officer)	December 19, 2018
<u>/s/ Richard E. Davis</u> Richard E. Davis	Chief Financial Officer (Principal Financial and Accounting Officer)	December 19, 2018
<u>/s/ Punit Dhillon</u> Punit Dhillon	Director	December 19, 2018
<u>/s/ James R. Sulat</u> James R. Sulat	Director	December 19, 2018

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>4.1</u>	<u>Restated Articles of Incorporation of Arch Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Company with the SEC on December 12, 2014)(File Number 000-54986)</u>
<u>4.2</u>	<u>Amended and Restated Bylaws of Arch Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the SEC on June 24, 2013)(File Number 333-178883)</u>
<u>10.1</u>	<u>Arch Therapeutics, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company with the SEC on June 24, 2013)(File Number 333-178883)</u>
<u>10.2</u>	<u>Form of Stock Option Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.13 to the Quarterly Report on Form 10-Q filed by the Company with the SEC on August 14, 2013)(File Number 000-54986)</u>
<u>10.3</u>	<u>Form of Restricted Stock Unit Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.14 to the Quarterly Report on Form 10-Q filed by the Company with the SEC on August 14, 2013)(File Number 000-54986)</u>
<u>10.4</u>	<u>Form of Restricted Stock Bonus Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to the Quarterly Report on Form 10-Q filed by the Company with the SEC on August 14, 2013)(File Number 000-54986)</u>
<u>5.1*</u>	<u>Opinion of McDonald Carano LLP.</u>
<u>23.1*</u>	<u>Consent of McDonald Carano LLP (included in Exhibit 5.1 hereto).</u>
<u>23.2*</u>	<u>Consent of Moody, Famiglietti & Andronico, LLP.</u>
<u>24.1*</u>	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>

* Filed herewith.



December 19, 2018

Arch Therapeutics, Inc.
235 Walnut Street, Suite 6
Framingham, MA 01702

*Re: Registration Statement/Form S-8
2013 Stock Incentive Plan*

Ladies and Gentlemen:

We have acted as special Nevada counsel to Arch Therapeutics, Inc. (the "**Company**"). At your request, we have examined the Registration Statement (the "**Registration Statement**") on Form S-8 to be filed with the Securities and Exchange Commission by the Company in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 3,000,000 additional shares of the Company's common stock, \$0.001 par value (the "**Plan Shares**"), which will be issuable under the Company's 2013 Stock Incentive Plan (the "**Plan**").

As the special Nevada counsel to the Company in connection with the proposed potential issuance of the Plan Shares, we have examined the actions taken by the Company in connection with the adoption of the Plan and the authorization of the issuance of the Plan Shares, and such other documents as we have deemed necessary to render this opinion. In addition, we have examined an executed copy of that certain certificate of officer of the Company dated as of the date hereof, and the Company's articles of incorporation and bylaws, as amended and effective as the date hereof. We have also examined such records, documents, certificates of public officials and of the Company, made such inquiries of officials or representatives of the Company, as applicable, and considered such questions of law as we have deemed necessary for the purpose of rendering the opinion set forth herein. We have relied upon the certificates of all public officials and Company officers with respect to the accuracy of all matters contained therein.

In connection with our opinion, we have also assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Plan Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Plan Shares covered by each such issuance. We have further assumed that the Registration Statement has been declared effective pursuant to the Securities Act of 1933, as amended, and the Plan will comply with all applicable laws at the time the Plan Shares are issued pursuant to the Plan.

Based upon and subject to the foregoing, it is our opinion that the Plan Shares, when issued and outstanding pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

mcdonaldcarano.com

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December 19, 2018

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We are qualified to practice law in the State of Nevada. The opinion set forth herein is expressly limited to and based exclusively on the general corporate laws of the State of Nevada, and we do not purport to be experts on, or to express any opinion with respect to the applicability or effect of, the laws of any other jurisdiction. We express no opinion herein concerning, and we assume no responsibility as to the laws or judicial decisions related to, or any orders, consents or other authorizations or approvals as may be required by, any federal laws, rules or regulations, including, without limitation, any federal securities or bankruptcy laws, rules or regulations, any state securities or "blue sky" laws, rules or regulations or any state laws regarding fraudulent transfers. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

This opinion is issued in the State of Nevada. By issuing this opinion, McDonald Carano LLP (i) shall not be deemed to be transacting business in any other state or jurisdiction other than the State of Nevada and (ii) does not consent to the jurisdiction of any state other than the State of Nevada. Any claim or cause of action arising out of the opinions expressed herein must be brought in the State of Nevada. Your acceptance of this opinion shall constitute your agreement to the foregoing.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder. This opinion is furnished to you in connection with the above-described Form S-8 and the Registration Statement and is not to be used, circulated, quoted from or otherwise relied on for any other purpose.

Sincerely,

A handwritten signature in blue ink that reads "McDonald Carano LLP". The signature is written in a cursive, flowing style.

McDONALD CARANO LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Arch Therapeutics, Inc. and Subsidiary (collectively, the “**Company**”) pertaining to the Arch Therapeutics, Inc. 2013 Stock Incentive Plan, of our report dated December 18, 2018, relating to the consolidated financial statements of the Company appearing in the Annual Report on Form 10-K for the year ended September 30, 2018.

/s/ Moody, Famiglietti & Andronico, LLP

Tewksbury, Massachusetts
December 19, 2018
