

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

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2023

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: **000-54986**

**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**

(Address of principal executive offices)

**01702**

(Zip Code)

Registrant's telephone number, including area code **(617) 431-2313**  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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

**Common Stock, par value \$0.001 per share**

(Title of Class)

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 (§ 232.405 of this chapter) 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, 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   
Non-accelerated filer

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 Securities Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to Section 240.10D-1(b).

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

The aggregate market value of the registrant’s voting and non-voting common equity held by non-affiliates as of the last business day of the registrant’s most recently completed second fiscal quarter, computed by reference to the average of the bid and asked price of such common equity, was approximately \$4,000,000. For purposes of this calculation, it has been assumed that shares of common stock held by each director, each officer and each person who owns 10% or more of the registrant’s outstanding common stock are held by affiliates.

As of February 14, 2024, 4,742,363 shares of the registrant’s common stock were outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

None.

Weinberg & Company, P.A.  
Los Angeles, California  
PCAOB ID 572

#### EXPLANATORY NOTE

Arch Therapeutics, Inc. (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended September 30, 2023, which was originally filed with the Securities and Exchange Commission (“SEC”) on February 15, 2024 (the “Form 10-K”) solely to correct and replace the disclosure in connection with the beneficial ownership of shares and voting power held by certain shareholders, directors, and officers included in Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Except for the items described above or contained in this Amendment, this Amendment continues to speak as of the date of the Form 10-K, and does not modify, amend or update any other item or disclosures in the Form 10-K, including the financial information. Accordingly, this Amendment should be read in conjunction with the Form 10-K and the Company’s other filings with the SEC.

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### PART III

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

##### Securities Authorized for Issuance under Equity Compensation Plans

On June 18, 2013, our Board and the holders of a majority of our standing common stock approved and adopted the Arch Therapeutics, Inc. 2013 Stock Incentive Plan (the “2013 Plan”). The Plan permits us to grant a variety of forms of awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, and dividend equivalent rights, to allow us to adapt our incentive compensation program to meet our needs. As of September 30, 2023, the Plan has reserved 185,572 shares of our Common Stock for issuance thereunder in awards granted to employees, directors and/or consultants. The Plan provides that on the first business day of each fiscal year commencing with fiscal year 2013, the number of shares of our Common Stock reserved for issuance under the Plan for all awards except for incentive stock option awards will be subject to increase by an amount equal to the lesser of (i) 15,000 shares, (ii) 4% of the number of shares outstanding on the last day of our immediately preceding fiscal year, or (iii) such lesser number of shares as determined by the administrator of the Plan, which is currently our Board of Directors. On June 18, 2023, the 2013 stock Incentive Plan expired.

On July 18, 2023, our Board adopted and approved the 2023 Equity Incentive Plan (the “2023 Plan”) and reserved 455,169 shares of the Company’s common stock, par value \$0.001 for issuance thereunder to employees, officers, directors and consultants of the Company. The Plan has a term of 6 years and is intended to replace the Company’s 2013 Stock Incentive Plan, which expired on June 18, 2023. The Plan permits the Company to grant a variety of forms of awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, and dividend equivalent rights, to allow the Company to adapt its incentive compensation program to meet its needs. In addition, the number of shares of Common Stock available for issuance under the Plan will automatically increase on October 1st of each fiscal year of the Company commencing with October 1, 2023, and on each October 1 thereafter until the 10th anniversary of the date of the Plan’s initial adoption by the Board, in an amount equal to six percent (6%) of the total number of shares of Common Stock outstanding on September 30th of the preceding fiscal year. Furthermore, effective at the close of business on the date of the closing (the “Uplist Date”) of the public offering in connection with which the Common Stock becomes tradeable on a national exchange and on the first day of each fiscal quarter of the Company thereafter until the earlier of (i) the five-year anniversary of the Uplist Date and (ii) August 30, 2028, the number of shares of Common Stock available for issuance under the Plan shall automatically increase by an amount equal to fifteen percent (15%) of the incremental number of shares of Common Stock, if any, issued by the Company (i) with respect to the Uplist Date, since the date on which the stockholders ratified the Plan, and (ii) with respect to each fiscal quarter thereafter, during the previous fiscal quarter (excluding in each case shares of Common Stock issued pursuant to awards under the Plan).

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The following table provides information as of September 30, 2023 with respect to our equity compensation plan:

*Equity Compensation Plan Information*

Plan category	Number of securities to be issued upon exercise Of outstanding options, warrants And rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders			
2013 Stock Incentive Plan	100,300	\$ 38.00	-
2023 Stock Incentive Plan	-	-	455,169
Equity compensation plans not approved by security holders	-	-	-
<b>Total</b>	<b>100,300</b>	<b>\$ 38.00</b>	<b>455,169</b>

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth certain information regarding the beneficial ownership of our Common Stock by (i) each person who, to our knowledge, beneficially owns more than 5% of our Common Stock; (ii) each of our directors and named executive officers; and (iii) all of our directors and executive officers as a group. Unless otherwise indicated in the footnotes to the following table, the address of each person named in the table is: c/o Arch Therapeutics, Inc., 235 Walnut St., Suite #6, Framingham, Massachusetts 01702. The information set forth in the table below is based on 4,742,363 shares of our Common Stock outstanding on February 1, 2024. Shares of our Common Stock subject to options, warrants, or other rights currently exercisable or exercisable within 60 days of February 1, 2024 are deemed to be beneficially owned and outstanding for computing the share ownership and percentage of the person holding such options, warrants or other rights, but are not deemed outstanding for computing the percentage of any other person.

The following table is presented after taking into account the applicable ownership limitation to which certain holders of our Series Convertible Notes, and all the holders of our Pre-Funded Warrants, Common Warrants, 2022 Warrants, 2022 Placement Agent Warrants, 2022 Notes, Subordinated Notes, Series I Warrants, 2019 Placement Agent Warrants, Series K Warrants and 2022 Placement Agent Warrants are subject to the applicable ownership limitations. In general, the ownership limitation prevents holders from exercising the warrant to the extent such exercise would result in the holder owning more shares than a certain ownership percentage, which is initially set below 5%, and such ownership limitation may be waived at the holder's discretion, provided that such waiver will not become effective until the 61st day after delivery of such waiver notice.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned (1)
<i>5%+ Stockholders:</i>		
Oasis Capital, LLC (2)	473,762	9.9%
Bigger Capital Fund, LP & District 2 Capital Fund LP (3)	300,000	6.3%
Walleye Opportunities Master Fund 1 Ltd (4)	473,762	9.9%
Cavalry Fund 1 LP (5)	300,000	6.3%
Brandt & Mona Wilson (6)	473,762	9.9%
Ana and Michael A. Parker (7)	473,762	9.9%
Andrew Stahl (8)	473,762	9.9%
Sixth Borough Capital Fund, LP (9)	473,762	9.9%
<i>Named Executive Officers and Directors:</i>		
Terrence Norchi (10)	128,308	2.47%
Punit Dhillon (11)	6,042	*
Laurence Hicks (12)	42,660	1.0%
Michael Abrams (13)	44,800	1.0%
Daniel Yrigoyen (14)	3,403	*
Guy Fish (15)	2,187	*
Named Officers and Directors as a Group	227,400	4.8%

\* Less than one percent.

Shares of our Common Stock subject to options, warrants, or other rights currently exercisable or convertible or exercisable or convertible within 60 days of February 1, 2024, are deemed to be beneficially owned and outstanding for computing the share ownership and percentage of the person holding such options, warrants or other rights, but are not deemed outstanding for computing the percentage of any other person.

- (1) Except as otherwise indicated, we believe that each of the beneficial owners of the Common Stock listed previously, based on information furnished by such owners, has sole investment and voting power with respect to the shares listed as beneficially owned by such owner, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.
- (2) Represents 300,000 shares of Common Stock owned by Oasis Capital, LLC. Gives effect to (a) 131,292 shares of Common Stock issuable upon conversion of the First Notes (the "First Conversion Shares"); (b) 120,725 First Warrants; (c) 27,353 shares of Common Stock issuable upon conversion of the Second Notes (the "Second Conversion Shares"); (d) 50,302 Second Warrants; (e) 76,886 shares of Common Stock issuable upon conversion of the Third Notes (the "Third Conversion Shares"); (f) 141,396 Third Warrants; (g) 1,005,251 Pre-Funded Warrants; and (h) 2,552,766 Common Warrants, all of which are subject to conversion or exercise restrictions that prohibit conversion or exercise until such time as the holder would not beneficially own, after such conversion or exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, Oasis Capital, LLC has not waived such limitation.

- (3) Represents 300,000 shares of Common Stock owned by, and split evenly between, Bigger Capital Fund, LP and District 2 Capital Fund LP with a common control person. Gives effect to (a) 131,292 First Conversion Shares; (b) 120,726 First Warrants; (c) 27,354 Second Conversion Shares; (d) 50,302 Second Warrants; (e) 989,459 Pre-Funded Warrants; and (f) 2,552,652 Common Warrants held in the aggregate by Bigger Capital Fund, LP and District 2 Capital Fund LP, all of which are subject to conversion or exercise restrictions that prohibit conversion or exercise until such time as the holder would not beneficially own, after such conversion or exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, neither Bigger Capital Fund, LP, nor District 2 Capital Fund LP has waived such limitation.
  - (4) Represents 300,000 shares of Common Stock owned by Walleye Opportunities Master Fund Ltd. Gives effect to (a) 976,278 PreFunded Warrants; and (b) 2,552,556 Common Warrants, all of which are subject to exercise restrictions that prohibit exercise until such time as the holder would not beneficially own, after such exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, Walleye Opportunities Master Fund Ltd has not waived such limitation.
  - (5) Represents 300,000 shares of Common Stock owned by Cavalry Fund I LP. Gives effect to (a) 52,517 First Conversion Shares; (b) 48,290 First Warrants; (c) 10,941 Second Conversion Shares; (d) 20,121 Second Warrants; (e) 985,064 Pre-Funded Warrants; and (f) 2,552,620 Common Warrants, all of which are subject to conversion or exercise restrictions that prohibit conversion or exercise until such time as the holder would not beneficially own, after such conversion or exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, Cavalry Fund I LP has not waived such limitation.
  - (6) Represents 300,000 shares of Common Stock owned individually by Brandt and Mona Wilson. Gives effect to (a) 976,278 PreFunded Warrants; and (b) 2,552,556 Common Warrants, all of which are subject to exercise restrictions that prohibit exercise until such time as the holder would not beneficially own, after such exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, neither Brandt Wilson nor Mona Wilson had waived such limitation.
  - (7) Represents (i) 235,448 shares of Common Stock owned individually by Ana Parker, Michael A. Parker's spouse; (ii) 38,056 shares of Common Stock owned individually by Mr. Parker; (iii) 25,000 shares of Common Stock owned through Tungsten, of which Mr. Parker is the sole manager and (iv) 1,500 shares of restricted stock granted to Mr. Parker on September 27, 2021. Gives effect to (a) 82,465 Pre-Funded Warrants; (b) 549,486 Common Warrants; (c) 103,559 First Conversion Shares; (d) 48,290 First Warrant Shares; (e) any of the 17,144 shares of Common Stock that may be acquired upon the exercise of Series I Warrants (which expire October 18, 2024); or (f) any of the 23,440 shares that may be acquired upon the exercise of Series K Warrants (which expire on August 11, 2026), since such warrants cannot be exercised until such time as the holder would not beneficially own, after such exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case such waiver will become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, neither Ms. Parker nor Mr. Parker have waived such limitation.
  - (8) Represents 300,000 shares of Common Stock owned individually by Andrew Stahl. Gives effect to (a) 976,278 PreFunded Warrants; and (b) 2,552,556 Common Warrants, all of which are subject to exercise restrictions that prohibit exercise until such time as the holder would not beneficially own, after such exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, Mr. Stahl had not waived such limitation.
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- (9) Represents 300,000 shares of Common Stock owned by Sixth Borough Capital Fund, LP. Gives effect to (a) 63,869 PreFunded Warrants; and (b) 727,738 Common Warrants, all of which are subject to exercise restrictions that prohibit exercise until such time as the holder would not beneficially own, after such exercise, more than 4.99% or 9.99% (as the case may be) of the outstanding shares of Common Stock; provided, however, that the holder may waive such ownership limitation, in which case any waiver would become effective sixty-one (61) days after the holder's delivery of such waiver notice. As of February 14, 2024, Sixth Borough Capital Fund, LP has not waived such limitation.
- (10) Represents (a) 50,000 shares of Common Stock held by Twelve Pins Partners, LLC, with respect to which Dr. Norchi is the sole member and holds sole voting and investment control; (b) 7,098 shares issued to Dr. Norchi upon the closing of the Merger in exchange for the cancellation of shares of Common Stock and convertible notes of ABS owned by him immediately prior to the closing of the Merger; (c) 5,650 shares of restricted stock granted to Dr. Norchi on May 3, 2016; (d) 3,250 shares of restricted stock granted to Dr. Norchi on February 3, 2017; (e) 1,800 shares of restricted stock granted to Dr. Norchi on July 19, 2018; (f) 2,626 First Conversion Shares; (g) 2,415 First Warrants; and (h) 363 First Inducement Shares; (i) 34,520 shares subject to options exercisable within 60 days after February 1, 2024; (j) 6,862 shares of common stock purchased, 13,724 Common Warrants. Dr. Norchi disclaims beneficial ownership of the securities held by Twelve Pins Partners, LLC except to the extent of his pecuniary interest therein.
- (11) Represents 6,042 shares of Common Stock subject to options exercisable within 60 days after February 1, 2024.
- (12) Represents 3,542 shares of Common Stock subject to options exercisable within 60 days after February 1, 2024. Includes (i) 137 shares of Common Stock, (ii) 3,939 First Conversion Shares, (iii) 3,622 First Warrant Shares, (iv) 544 First Inducement Shares; (v) 10,292 shares of common stock held by Drake Partners Equity LLC, in which Mr. Hicks has an ownership interest, and (vi) 20,584 Common Warrants held by Drake Partners Equity LLC, in which Mr. Hicks has an ownership interest.
- (13) Represents (i) 3,939 First Conversion Shares; (ii) 3,622 First Warrant Shares; (iii) 544 First Inducement Shares; (iv) 10,292 shares of common stock purchased, (v) 5,819 shares of Common Stock subject to options exercisable within 60 days after February 1, 2024, and (vi) 20,584 Common Warrants.
- (14) Represents 750 shares of restricted stock granted to Mr. Yrigoyen on July 30, 2021, and 2,653 shares of Common Stock subject to options exercisable within 60 days after February 1, 2024.
- (15) Represents 2,187 shares of Common Stock subject to options exercisable within 60 days after February 1, 2024.
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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(b) Exhibits

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities and Exchange Act of 1934</a>					X
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities and Exchange Act of 1934</a>					X
101.INS	Inline XBRL Instance Document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit 101)					X

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**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.

Date: March 1, 2024

Arch Therapeutics, Inc.  
By: /s/ Terrence W. Norchi, MD  
Terrence W. Norchi, MD  
*President and Chief Executive Officer*

## CERTIFICATIONS

I, Terrence W. Norchi, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Arch Therapeutics, Inc.;
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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  1. (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  2. (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 1, 2024

/s/ Terrence W. Norchi, MD

Terrence W. Norchi, MD

*President and Chief Executive Officer (Principal Executive Officer)*

## CERTIFICATIONS

I, Michael S. Abrams, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Arch Therapeutics, Inc.
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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  1. (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  2. (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 1, 2024

/s/ Michael S. Abrams

Michael S. Abrams

*Chief Financial Officer and Treasurer (Principal Financial Officer)*