

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): **January 13, 2023**

ARCH THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-54986
(Commission
File Number)

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

235 Walnut Street, Suite 6
Framingham, Massachusetts 01702
(Address of principal executive offices)

Registrant's telephone number, including area code: **(617) 431-2313**

N/A
(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 (see General Instruction A.2. below):

- 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))

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

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 3.03 Material Modification to the Rights of Security Holders.

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 13, 2023, Arch Therapeutics, Inc. (the “Company”) filed a Certificate of Change to the Company’s Articles of Incorporation, as amended, with the Secretary of State of the State of Nevada (the “Certificate of Change”), which effected, at 5:00 p.m. Eastern Time on January 17, 2023, a one-for-two-hundred (1:200) reverse stock split (the “Reverse Stock Split”) of both the Company’s issued and outstanding shares of common stock, \$0.001 par value per share (the “Common Stock”), and authorized shares of Common Stock. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock changed to 03939W 208. The Common Stock will begin trading on a Reverse Stock Split-adjusted basis on the OTCQB under the symbol “ARTHD” when the market opens on January 18, 2023.

The Reverse Stock Split was implemented by the Company in connection with its application to uplist the Common Stock to a national exchange. The Reverse Stock Split is intended to fulfill the stock price requirements for initial listing on a national exchange.

As a result of the Reverse Stock Split, every two hundred (200) shares of Common Stock issued and outstanding was combined into one (1) share of Common Stock, with a proportionate 1:200 reduction in the Company’s authorized Common Stock. The Reverse Stock Split affected all stockholders uniformly and did not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the Reverse Stock Split would have resulted in some stockholders owning a fractional share. No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares of Common Stock resulting from the Reverse Stock Split will be rounded up to the nearest whole post-Reverse Stock Split share and no stockholders will receive cash in lieu of fractional shares.

The Reverse Stock Split did not change the par value of the Common Stock. All outstanding securities entitling their holders to purchase shares of Common Stock or acquire shares of Common Stock, including preferred stock, stock options, restricted stock units, and warrants, were adjusted as a result of the Reverse Stock Split, as required by the terms of those securities.

On August 15, 2022, the Board of Directors of the Company (the “Board”) approved and authorized the Reverse Stock Split, subject to stockholder approval. On September 29, 2022, the Company’s stockholders approved the Reverse Stock Split and granted the Board discretionary authority to select a ratio for the split ranging from one-for-one-hundred (1:100) to one-for-two-hundred (1:200). On January 9, 2023, the Board approved the Reverse Stock Split at a ratio of 1-for-200 and the increase in authorized shares of Common Stock by 300% as described below.

On January 13, 2023, the Company filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Nevada to increase the number of authorized shares of Common stock from 4,000,000 shares to 12,000,000 shares. The increase in the number of authorized shares was approved by the Company’s stockholders on September 29, 2022.

The foregoing descriptions of the Certificate of Change and the Certificate of Amendment are summaries of the material terms thereof, do not purport to be complete, and are qualified in their entirety by reference to the full text of the Certificate of Change and the Certificate of Amendment, which are filed with this report as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

As described above, the following exhibits are furnished as part of this report:

Exhibit No. Description

<u>3.1</u>	Certificate of Change of Articles of Incorporation, as amended, of Arch Therapeutics, Inc., effective January 17, 2023.
<u>3.2</u>	Certificate of Amendment of Articles of Incorporation, as amended, of Arch Therapeutics, Inc., effective January 17, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

ARCH THERAPEUTICS, INC.

Date: January 17, 2023

By: /s/ Terrence W. Norchi, M.D.

Name: Terrence W. Norchi, M.D.

Title: President, Chief Executive Officer



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <input style="width: 90%;" type="text" value="Arch Therapeutics, Inc."/>		
	Entity or Nevada Business Identification Number (NVID): <input style="width: 80%;" type="text" value="E0502802009-6"/>		
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 800,000,000 shares of common stock, par value \$0.001 per share		
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 4,000,000 shares of common stock, par value \$0.001 per share		
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: 1 share of common stock will be issued after the split in exchange for every 200 shares of common stock held by each record holder immediately prior to the effective date and time.		
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: Fractional shares will be rounded up to the nearest whole share.		
6. Provisions:	The required approval of the stockholders has been obtained.		
7. Effective date and time: (Optional)	Date: <input style="width: 150px;" type="text" value="01/17/2023"/>	Time: <input style="width: 150px;" type="text" value="5:00 p.m. Eastern"/>	(must not be later than 90 days after the certificate is filed)
8. Signature: (Required)	DocuSigned by: <input checked="" type="checkbox"/> <u>Michael Abrams</u> <input style="width: 100px;" type="text" value="CFO"/> <input style="width: 100px;" type="text" value="01/13/2023"/> Signature of Officer Title Date		

This form must be accompanied by appropriate fees.
 If necessary, additional pages may be attached to this form.



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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80,030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input style="width: 100%;" type="text" value="Arch Therapeutics, Inc."/> Entity or Nevada Business Identification Number (NVID): <input style="width: 100%;" type="text" value="E0502802009-6"/>
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u> , complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: _____ in excess of a majority <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input style="width: 100%;" type="text"/> Jurisdiction of formation: <input style="width: 100%;" type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional) Date: 01/17/2023 Time: 5:01 PM
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)
Changes to takes the following effect:
 The entity name has been amended.
 The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
 The purpose of the entity has been amended.
 The authorized shares have been amended.
 The directors, managers or general partners have been amended.
 IRS tax language has been added.
 Articles have been added.
 Articles have been deleted.
 Other.
The articles have been amended as follows: (provide article numbers, if available)
Article Four of the Articles of Incorporation of Arch Therapeutics, Inc. has been amended and restated as set forth below.
(attach additional page(s) if necessary)

6. Signature: (Required)
DocuSigned by:
X Michael Abrams Chief Financial Officer
Signature of Officer or Authorized Signer Title
X _____ _____
Signature of Officer or Authorized Signer Title
*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

Article Fourth: The amount of total authorized capital stock of the corporation is Twelve Million (12,000,000) shares of common stock, par value \$0.001 per share.