

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, 2021

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.

EXPLANATORY NOTE

The registrant met the "smaller reporting company", and non-accelerated filer requirements as of the end of its 2021 fiscal year pursuant to Rule 12b-2 of the Securities Exchange Act of 1934, as amended, based upon the aggregate worldwide market value of the voting and non-voting common equity held by the registrant's non-affiliates as of March 31, 2021.

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 \$32,000,000. 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 December 16, 2021, 237,169,770 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

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, 2021, which was originally filed with the Securities and Exchange Commission on December 17, 2021 (the “Form 10-K”) to furnish Exhibits 10.50, 10.51, 10.52, 10.53 and 10.54 which were inadvertently omitted from the Form 10-K. The Company hereby amends the Form 10-K by resubmitting the corrected Exhibit Index with this Amendment.

This Amendment is an exhibit-only filing. 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.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(b). Exhibits. The required exhibits are filed as part of this Annual Report on Form 10-K or are incorporated herein by reference.

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
2.1	Agreement and Plan of Merger dated May 10, 2013, by and among Almah, Inc., Arch Acquisition Corporation, and Arch Therapeutics, Inc.		8-K	2.1	333-178883	5/13/2013
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated May 23, 2013, by and among Almah, Inc., Arch Acquisition Corporation, and Arch Therapeutics, Inc.		10-Q	10.11	000-54986	8/14/2013
3.1	Restated Articles of Incorporation of Arch Therapeutics, Inc.		10-K	3.1	000-54986	12/12/2014
3.2	Amended and Restated Bylaws of Arch Therapeutics, Inc.		8-K	3.1	333-178883	6/24/2013
4.1*	Description of Securities					
10.1#	Executive Employment Agreement dated June 26, 2013 between Arch Therapeutics, Inc. and Terrence W. Norchi		8-K	10.8	333-178883	6/26/2013

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
10.2#	First Amendment to Executive Employment Agreement, dated March 23, 2014, by and between Arch Therapeutics, Inc. and Terrence W. Norchi Stock		8-K	10.1	000-54986	3/27/2014
10.3#	Executive Employment Agreement, effective July 7, 2014, by and between Arch Therapeutics, Inc. and Richard E. Davis		8-K	10.1	000-54986	7/7/2014
10.4#	First Amendment to Executive Employment Agreement, dated July 27, 2015, by and between Arch Therapeutics, Inc. and Richard E. Davis		8-K	10.1	000-54986	7/31/2015
10.5#	Consulting Agreement dated October 15, 2015 by and between Arch Therapeutics, Inc. and Dr. Arthur Rosenthal		S-1/A	10.40	333-206873	10/16/2015
10.6#	Arch Therapeutics, Inc. 2013 Stock Incentive Plan		8-K	10.1	333-178883	6/24/2013
10.7#	Form of Stock Option Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan		10-Q	10.13	000-54986	8/14/2013
10.8#	Form of Restricted Stock Unit Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan		10-Q	10.14	000-54986	8/14/2013
10.9#	Form of Restricted Stock Bonus Award Agreement under Arch Therapeutics, Inc. 2013 Stock Incentive Plan		10-Q	10.15	000-54986	8/14/2013
10.10#	Form of Restricted Stock Award Agreement		8-K	10.2	000-54986	5/6/2016
10.11	Binding Letter of Intent by and between Almah, Inc. and Arch Therapeutics, Inc. dated April 19, 2013		8-K	10.1	333-178883	4/25/2013
10.12	Promissory Note by and between Almah, Inc. and Arch Therapeutics, Inc. dated April 19, 2013		8-K	10.2	333-178883	4/25/2013
10.13	Financing Agreement by and between Almah, Inc. and Coldstream Summit Ltd. Dated April 19, 2013		8-K	10.3	333-178883	4/25/2013
10.14	Form of Securities Purchase Agreement		8-K	10.4	333-178883	4/25/2013
10.15	Form of Warrant		8-K	10.5	333-178883	4/25/2013

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
10.16	Amended and Restated Exclusive Patent License Agreement dated May 23, 2011 between ABS and the Massachusetts Institute of Technology, as amended by the First Amendment to Amended and Restated Exclusive Patent License Agreement dated May 15, 2012 between ABS and the Massachusetts Institute of Technology, and further amended by the Second Amendment to Amended and Restated Exclusive Patent License Agreement dated February 1, 2013 between ABS and the Massachusetts Institute of Technology, as further amended by the Third Amendment to Amended and Restated Exclusive Patent License Agreement dated April 30, 2013 between ABS and the Massachusetts Institute of Technology, and as further amended by the Letter Agreement dated June 10, 2013 between ABS and the Massachusetts Institute of Technology.		8-K	10.6	333-178883	6/26/2013
10.17	Securities Purchase Agreement dated January 30, 2014, by and among Arch Therapeutics, Inc. and the investors listed on the Schedule of Buyers attached thereto		8-K	10.1	000-54986	1/31/2014
10.18	Form of Series A Warrant to Purchase Common Stock		8-K	4.1	000-54986	1/31/2014
10.19	Form of Series B Warrant to Purchase Common Stock		8-K	4.2	000-54986	1/31/2014
10.20	Form of Series C Warrant to Purchase Common Stock		8-K	4.3	000-54986	1/31/2014
10.21	Amendment to Series A Warrants, Series B Warrants and Series C Warrants to Purchase Common Stock		8-K	10.1	000-54986	12/2/2014
10.22	Amendment to Series C Warrants to Purchase Common Stock		8-K	10.3	000-54986	3/13/2015

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
10.23	Amendment to Series C Warrants to Purchase Common Stock dated May 30, 2015		8-K	10.1	000-54986	6/1/2015
10.24	Amendment to Series A and Series C Warrants to Purchase Common Stock dated June 22, 2015		8-K	10.1	000-54986	6/23/2015
10.25	Form of Registration Rights Agreement dated January 30, 2014, by and among Arch Therapeutics, Inc. and the investors listed on the Schedule of Buyers attached thereto		8-K	10.2	000-54986	1/31/2014
10.26	Form of Subscription Agreement		8-K	10.1	000-54986	3/13/2015
10.27	Form of 8% Convertible Note		8-K	10.2	000-54986	3/13/2015
10.28†	Project Agreement by and between Arch Therapeutics, Inc. and the National University of Ireland Galway dated May 28, 2015		10-Q	10.1	000-54986	8/7/2015
10.29	Form of Subscription Agreement		8-K	10.1	000-54986	7/6/2015
10.30	Form of Series D Warrants		8-K	10.2	000-54986	7/6/2015
10.31	Registration Rights Agreement dated June 30, 2015, by and among Arch Therapeutics, Inc. and the Purchasers set forth on the signature pages thereto		8-K	10.3	000-54986	7/6/2015
10.32	Form of Subscription Agreement		8-K	10.1	000-54986	6/2/2016
10.33	Form of Series E Warrants		8-K	10.2	000-54986	6/2/2016
10.34	Registration Rights Agreement dated May 26, 2016, by and among Arch Therapeutics, Inc. and the Purchasers set forth on the signature pages thereto		8-K	10.3	000-54986	6/2/2016
10.35	Securities Purchase Agreement		8-K	10.1	000-54986	02/21/2017
10.36	Form of Series F Warrants		8-K	10.2	000-54986	02/21/2017
10.37	Securities Purchase Agreement		8-K	10.1	000-54986	06/29/2018
10.38	Form of Series G Warrants		8-K	10.2	000-54986	06/29/2018
10.39#	Advisory Agreement, effective July 19, 2018, by and between Arch Therapeutics, Inc. and Dr. Avtar Dhillon		8-K	10.1	000-54986	07/20/2018
10.40	Securities Purchase Agreement		8-K	10.1	000-54986	05/13/2019
10.41	Form of Series H Warrants		8-K	10.2	000-54986	05/13/2019
10.42	Form of Securities Purchase Agreement		8-K	10.1	000-54986	10/18/2019

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated By Reference			
			Form	Exhibit No.	File No.	Filing Date
10.43	Form of Series I Warrants		8-K	10.2	000-54986	10/18/2019
10.44	Engagement Agreement		8-K	10.3	000-54986	10/18/2019
10.45	Form of Placement Agent Warrant		8-K	10.4	000-54986	10/18/2019
10.46	PPP Note		8-K	10.1	000-54986	04/27/2020
10.47	Form of Amendment to Series D Warrants to Purchase Common Stock		8-K	10.1	000-54986	06/05/2020
10.48	Form of Series J Warrant		8-K	10.2	000-54986	06/05/2020
10.49	Form of Convertible Notes		8-K	10.3	000-54986	06/05/2020
10.50	Form of Securities Purchase Agreement		8-K	10.1	000-54986	2/12/2021
10.51	Form of Series K Warrant		8-K	10.2	000-54986	2/12/2021
10.52	Engagement Agreement		8-K	10.3	000-54986	2/12/2021
10.53	Form of Placement Agent Warrant		8-K	10.4	000-54986	2/12/2021
10.54	Form of Registration Rights Agreement		8-K	10.5	000-54986	2/12/2021
21.1	List of Subsidiaries		8-K	21.1	333-178883	6/26/2013
23.1*	Consent of Independent Registered Public Accounting firm					
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities and Exchange Act of 1934	X				
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities and Exchange Act of 1934	X				
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Terrence W. Norchi, President and Chief Executive Officer, and Richard E. Davis, Chief Financial Officer and Treasurer					
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)	X				

† Confidential treatment has been granted as to certain portions of these Exhibits

Management contract or compensatory plan or arrangement.

* Filed as an exhibit to the Form 10-K.

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.

Arch Therapeutics, Inc.

By: /s/ Terrence W. Norchi, MD

Terrence W. Norchi, MD

President and Chief Executive Officer

Date: December 29, 2021

CERTIFICATIONS

I, Terrence W. Norchi, certify that:

1. I have reviewed this Amendment No. 1 to the 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;

December 29, 2021

/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 Amendment No. 1 to the 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;

December 29, 2021

/s/ Michael S. Abrams

Michael S. Abrams

Chief Financial Officer and Treasurer

(Principal Financial Officer)
