

Arch Therapeutics, Inc.
Form SC 13G
October 14, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. _____)***

Arch Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

03939W 109

(CUSIP Number)

Michael Parker

Tungsten III LLC

1928 East Highland Avenue Suite F104-558

Phoenix AZ 85016

(602) 625-4049

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 30, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Parker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) ..

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5. 5,264,143 shares of Common Stock

Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020 (see Item 4)*.

SHARED VOTING POWER

6.

N/A

NUMBER OF SHARES BENEFICIALLY

OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

7. 5,264,143 shares of Common Stock

Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020 (see Item 4)*.

SHARED DISPOSITIVE POWER

8.

N/A

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 5,264,143 shares of Common Stock

Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020 (see Item 4)*.

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (see Item 4)*

TYPE OF REPORTING PERSON (see instructions)

12.

Individual

*As more fully described in Item 4, certain of these reported securities are subject to a 4.9% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

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Item 1.

- (a) Name of Issuer
Arch Therapeutics, Inc.
- (b) Address of Issuer's Principal Executive Offices
235 Walnut Street, Suite 6, Framingham, MA 01702

Item 2.

- (a) Name of Person Filing
Michael Parker
- (b) Address of the Principal Office or, if none, residence
Tungsten III LLC, 1928 East Highland Avenue Suite F104-558, Phoenix AZ 85016
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, par value \$0.001 per share
- (e) CUSIP Number
03939W 109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ..A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned: 5,264,143 shares of Common Stock

- (a) Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020.

- (b) Percent of class: 5.7%

- (c) Number of shares as to which the person has:

Sole power to vote or to direct the vote 5,264,143 shares of Common Stock

- (i) Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020.

- (ii) Shared power to vote or to direct the vote 0.

Sole power to dispose or to direct the disposition of 5,264,143 shares of Common Stock

- (iii) Series D Warrants to purchase up to 5,000,000 shares of Common Stock, which expire on June 30, 2020.

- (iv) Shared power to dispose or to direct the disposition of 0.

On the date of event which requires the filing of this Schedule 13G, Mr. Parker may have been deemed to be the beneficial owner of more than 5.7% of the Common Stock. The Company's Form 10-Q filed on August 7, 2015, indicates that the total number of outstanding shares of Common Stock as of June 30, 2015 was 92,702,854. The percentage set forth on Row 11 of the cover page is based on the Company's outstanding Common Stock and assumes no exercise of the reported warrants due to the blocker (as defined below).

Pursuant to the terms of the reported warrants (the Reported Warrants), the Reporting Person cannot exercise any of the Reported Warrants until such time as the Reporting Person would not beneficially own, after such exercise, more than 4.9% of the outstanding shares of Common Stock (the Blocker) because such Reported Warrants contain ownership limitations pursuant to which the holder is prohibited from exercising such warrants to the extent (but only to the extent) that the exercise thereof would result in the holder or any of its affiliates beneficially owning more than 4.9% of the Common Stock after giving effect to such exercise; *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 the date of this Schedule 13G, Mr. Parker has not waived such limitation. .

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

10/8/2015

Date

/s/ Michael Parker

Signature

Michael Parker

Name/Title