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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ..

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ..

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ..

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer: .. Accelerated filer: ..

Non-accelerated filer: .. (Do not check if a smaller reporting company) Smaller reporting company: x

STATEMENT PURSUANT TO RULE 429

The registrant is filing a single prospectus in this registration statement, pursuant to Rule 429 under the Securities Act of 1933. The prospectus is a combined prospectus relating to an aggregate of 9,415,546 shares of common stock, par value \$0.001 per share ("**Common Stock**") that are currently registered and remain unsold under the registrant's registration statement on Form S-1 (File No. 333-212213) (the "**2016 Registration Statement**") declared effective on July 13, 2016 (the "**2016 Registration Statement**") and those same shares of Common Stock, resales of which are being newly registered hereunder. Pursuant to Rule 429, this registration statement constitutes a post-effective

amendment to the 2016 Registration Statement with respect to the offerings of such unsold shares thereunder, which are not currently being terminated by the Company. Such post-effective amendment will become effective concurrently with the effectiveness of this registration statement in accordance with Section 8(a) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling securityholders named herein may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated November 17, 2016

PROSPECTUS

Up to 9,415,546 Shares of Common Stock

This prospectus relates to the offering and resale by the selling securityholders of Arch Therapeutics, Inc. named herein of up to 9,415,546 shares of common stock, par value \$0.001 per share (“**Common Stock**”). These shares include the 3,157,223 shares of issued and outstanding Common Stock currently held by the selling securityholders and 6,258,323 shares of Common Stock currently underlying Series E Warrants held by the selling securityholders, all of which were initially issued and sold in a private placement offering that was concluded on May 26, 2016 (the “**2016 Private Placement Financing**”). The Common Stock issued in the 2016 Private Placement Financing was sold as a part of a unit (“**Unit**”) consisting of a share of our Common Stock and a Series E Warrant at a purchase price of \$0.36 per Unit. The Series E Warrants entitle the holders thereof to purchase a share of Common Stock at an initial exercise price of \$0.4380 per share, were exercisable immediately upon issuance and expire five years thereafter.

The selling securityholders may sell the shares of Common Stock to be registered hereby from time to time on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale, in the over-the-counter market, in one or more transactions otherwise than on these exchanges or systems or in the over-the-counter market, such as privately negotiated transactions, or using a combination of these methods, and at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. See the disclosure under the heading “**PLAN OF DISTRIBUTION**” in this prospectus for more information.

We will not receive any proceeds from the resale of Common Stock by the selling securityholders.

Our common stock is currently quoted on the QB tier of the OTC Marketplace (“**OTCQB**”) under the symbol “**ARTH**”. On November 16, 2016, the closing price of our common stock was \$0.593 per share.

We originally offered and sold the securities issued in the 2016 Private Placement Financing under an exemption from the registration requirements of the Securities Act of 1933, as amended (the “**Securities Act**”), pursuant to Section 4(a)(2) of the Securities Act and Rule 506(b) promulgated under Securities Act.

Investing in our securities involves certain risks. See “RISK FACTORS” beginning on Page 4 of this prospectus and in the applicable prospectus supplement for certain risks you should consider. You should read the entire prospectus carefully before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2016

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) utilizing a “shelf” registration process. Under this shelf registration process, the selling securityholders may, from time to time, offer and sell shares of our Common Stock, as described in this prospectus, in one or more offerings. To the extent we file any prospectus supplements, such prospectus supplements may add, update or change information contained in this prospectus to the extent permitted by the Securities Act. You should read both this prospectus and any prospectus supplement together with additional information described under the heading “**WHERE YOU CAN FIND MORE INFORMATION.**”

We and the selling securityholders have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The selling securityholders are offering to sell, and seeking offers to buy, these securities only in jurisdictions where offers and sales are permitted. You should not assume that the information contained in or incorporated by reference in this prospectus or any prospectus supplement is accurate as of any date other than their respective dates.

FORWARD-LOOKING STATEMENTS

This prospectus, including the documents incorporated by reference herein, contains forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue,” the negative or plural of these words and comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed under the caption entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended September 30, 2015.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this prospectus to conform our prior statements to actual results or revised expectations.

PROSPECTUS SUMMARY

Our Company

We are a biotechnology company in the development stage with limited operations to date. We aim to develop products that make surgery and interventional care faster and safer by using a novel approach that stops bleeding (referenced as “**hemostatic**” or “**hemostasis**”), controls leaking (referenced as “**sealant**” or “**sealing**”), and provides other advantages during surgery and trauma care. Our core technology is based on a self-assembling peptide that creates a physical, mechanical barrier, which could be applied to seal organs or wounds that are leaking blood and other fluids. We believe our technology could support an innovative platform of potential products in the field of stasis and barrier applications. Our lead product candidate, the AC5 Surgical Hemostatic Device™ (which we sometimes refer to as “**AC5™**”), is designed to achieve hemostasis in minimally invasive and open surgical procedures, and we hope to develop other hemostatic or sealant product candidates in the future based on our self-assembling peptide technology platform. Our plan and business model is to develop products that apply that core technology to use with human bodily fluids and connective tissues.

AC5 is designed to be a biocompatible synthetic peptide comprising naturally occurring amino acids. When applied to a wound, AC5 intercalates into the interstices of the connective tissue where it self-assembles into a physical, mechanical structure that provides a barrier to leaking substances, such as blood. AC5 is designed for direct application as a liquid, which we believe will make it user-friendly and able to conform to irregular wound geometry. Additionally, AC5 is not sticky or glue-like, which we believe will enhance its utility in the setting of minimally invasive and laparoscopic surgeries. Further, in certain settings, AC5 lends itself to a concept that we call Crystal Clear Surgery™ because the transparency and physical properties of AC5 enable a surgeon to operate through it in order to maintain a clearer field of vision and prophylactically stop or lessen bleeding as it starts.

Corporate Information

We were incorporated under the laws of State of Nevada on September 16, 2009 as Almah, Inc. On May 10, 2013, we entered into an Agreement and Plan of Merger (the “**Merger Agreement**”) with Arch Biosurgery, Inc., a private Massachusetts corporation (“**ABS**”), and Arch Acquisition Corporation, our wholly owned subsidiary formed for the purpose of the transaction, pursuant to which Arch Acquisition Corporation merged with and into ABS and ABS thereby became our wholly owned subsidiary (the “**Merger**”). The Merger closed on June 26, 2013. In contemplation of the Merger, we changed our name from Almah, Inc. to Arch Therapeutics, Inc. Our principal executive offices are located at 235 Walnut St., Suite 6, Framingham, Massachusetts 01702. The telephone number of our principal executive offices is (617) 431-2313. Our website address is <http://www.archtherapeutics.com>. We have not incorporated by reference into this prospectus the information on our website, and you should not consider it to be a part of this document.

2016 Private Placement Financing

Beginning May 24, 2016 and through May 26, 2016, we entered into a series of substantially similar subscription agreements (each a “**2016 Subscription Agreement**”) with 18 accredited investors (collectively, the “**2016 Investors**”) providing for the issuance and sale by the Company to the 2016 Investors, in a private placement, of an aggregate of 9,418,334 Units at a purchase price of \$0.36 per Unit (the “**2016 Private Placement Financing**”). Each Unit consisted of a share of Common Stock, and a Series E Warrant to purchase 0.75 shares of Common Stock at an exercise price of \$0.4380 per share at any time prior to the fifth anniversary of the issuance date of the Series E Warrant (the “**Series E Warrants**,” and the shares issuable upon exercise of the Series E Warrants, collectively, the “**Series E Warrant Shares**”). The exercise price of the Series E Warrants was set to equal the closing price of our Common Stock on the date of their issuance (May 26, 2016), which was \$0.4380, and therefore the Series E Warrants were not issued at a discount to the market price of our Common Stock as of such date.

The number of shares of Common Stock into which each of the Series E Warrants is exercisable and the exercise price therefor are subject to adjustment as set forth in the Series E Warrants, including adjustments for stock subdivisions or combinations (by any stock split, stock dividend, recapitalization, reorganization, scheme, arrangement or otherwise). In addition, (i) at any time during the term of the Series E Warrants, we may reduce the then-current exercise price to any amount and for any period of time deemed appropriate by our Board of Directors (the “**Board**”); and (ii) certain of the Series E Warrants provide that they shall not be exercisable in the event and to the extent that the exercise thereof would result in the holder of the Series E Warrant, together with its affiliates and any other persons whose beneficial ownership of Common Stock would be aggregated with the holder’s, would be deemed to beneficially own more than 4.99% of the Common Stock; *provided, however*, the holder, upon notice to us, may increase or decrease the ownership limitation, *provided that* any increase is limited to a maximum of 9.99% of the Company’s Common Stock, and any increase in the ownership limitation will not become effective until the 61st day after delivery of such notice.

We engaged Maxim Group LLC (“**Maxim**”) as our exclusive institutional investor placement agent in connection with the 2016 Private Placement Financing, and in consideration for the services provided by it, Maxim was entitled to receive cash fees equal to 8.2% of the gross proceeds received by us from certain institutional investors participating in the 2016 Private Placement Financing (the “**Maxim Investors**”), as well as reimbursement for all reasonable expenses incurred by it in connection with its engagement. We received gross proceeds of approximately \$3,390,600 in the aggregate, of which approximately \$2,084,000 was attributable to the Maxim Investors, resulting in a fee of approximately \$170,888. In addition, the number of shares of our Common Stock outstanding increased as a result of the 2016 Private Placement Financing by approximately eight percent (8%) from 118,592,070 to 128,010,404.

On May 26, 2016, we entered into a registration rights agreement with the 2016 Investors (the “**2016 Registration Rights Agreement**”), pursuant to which we became obligated, subject to certain conditions, to file with the SEC within 45 days after the closing of the 2016 Private Placement Financing one or more registration statements to register the shares of Common Stock issued in the closing and the Series E Warrant Shares for resale under the Securities Act. As a result, we initially registered for resale under a registration statement on Form S-1 (File No. 333-212213 and such registration statement, the “**2016 S-1 Registration Statement**”) an aggregate of 16,482,082 shares of Common Stock, representing the 9,418,334 shares issued at the closing of the 2016 Private Placement Financing and the 7,063,748 shares underlying the Series E Warrants.

The 2016 Registration Rights Agreement also obligates us to register the resale of all securities covered by the 2016 Registration Rights Agreement on a short-form registration statement on Form S-3 as soon as we become eligible to use Form S-3. This registration statement on Form S-3 (the “**2016 S-3 Registration Statement**” and together with the 2016 S-1 Registration Statement, the “**Registration Statements**”) is being filed to satisfy this obligation.

Our failure to satisfy certain deadlines with respect to the Registration Statements and certain other requirements set forth in the 2016 Registration Rights Agreement may require us to pay monetary penalties to the 2016 Investors and/or their assignees. Because the Series E Warrants are subject to certain adjustments and permit, in certain circumstances, the “cashless” exercise thereof, the number of shares that will actually be issuable upon any exercise thereof may be more or less than the number of shares being offered by this prospectus. In the event of any such adjustment to the number of shares issuable upon exercise of the Series E Warrants, the provisions of the 2016 Registration Rights Agreement would obligate us to register for resale any additional shares of our Common Stock that may then be issuable upon exercise of the Series E Warrants.

Under the 2016 Registration Rights Agreement, subject to exception in certain circumstances, we have agreed to keep the at least one of the Registration Statements effective until the earlier of the date on which all shares of Common Stock to be registered hereunder have been sold, and the twelve month anniversary of the date the 2016 S-1 Registration Statement was declared effective by the SEC, which will occur on July 13, 2017. If there is not an effective registration statement covering the resale of any of the shares issued in or issuable upon exercise of the Series E Warrants issued in the 2016 Private Placement Financing, then the selling securityholders will be entitled to exercise their Series E Warrants on a “cashless exercise” or “net exercise” basis during the period when the shares issuable upon exercise of such Series E Warrants are not so registered.

Twelve of Selling Securityholders, or their respective affiliates, have participated in previous financings that were conducted by us. In particular and as set forth in the table below, (i) Anson Investments Master Fund LP (“**Anson**”), Intracoastal Capital, LLC (“**Intracoastal**”) and CVI Investments, Inc. (“**CVI**”) or their respective affiliates, were investors in the Company’s private placement financing that closed on February 4, 2014 (the “**2014 Private Placement Financing**”) and convertible notes offering that closed on March 13, 2015 (the “**Notes Offering**”); and (ii) Anson, Karen Carlin, Drake Partners Equity LLC (“**Drake**”), Jonathan Galli, Intracoastal, the Keyes Sulat Revocable Trust (the “**Trust**”), Lorraine A. Malanga, James M. McKeone, Ana B Parker (“**Ms. Parker**”), Dr. Stephanie Plent, and Popham Management, LLC (“**Popham**”) and/or their respective affiliates were investors in the Company’s private placement financing that concluded on July 2, 2015 (the “**2015 Private Placement Financing**”). The table below summarizes the securities purchased by each of the Selling Securityholders, or their respective affiliates, in the 2014 Private Placement Financing, the Notes Offering, and 2015 Private Placement Financing.

Investor	2014 Private Placement				Notes Offering Aggregate	2015 Private Placement	
	2014 Private	Series A	Series B	Series C		2015 Private	Series D Warrant

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	Placement Shares	Warrant Shares	Warrant Shares	Warrant Shares	Principal Amount of Notes	Placement Shares	Shares
Anson Investments Master Fund LP	2,000,000	2,000,000	2,000,000	2,000,000	250,000	1,600,000	1,600,000
Karen Carlin	0	0	0	0	0	113,637	113,637
CVI Investments, Inc.	2,000,000	2,000,000	2,000,000	2,000,000	250,000	0	0
Drake Partners Equity LLC	0	0	0	0	0	227,273	227,273
Jonathan Galli	0	0	0	0	0	350,000	350,000
Intracoastal Capital, LLC	800,000	800,000	800,000	800,000	250,000	1,590,909	1,590,909
Keyes Sulat Revocable Trust	0	0	0	0	0	454,546	454,546
Lorraine A. Malanga	0	0	0	0	0	113,637	113,637
James M. McKeone	0	0	0	0	0	454,546	454,546
IRA FBO Ana B Parker	0	0	0	0	0	5,000,000	5,000,000
Dr. Stephanie Plent	0	0	0	0	0	227,273	227,273
Popham Management, LLC	0	0	0	0	0	454,546	454,546

James R. Sulat, who was appointed as a member of the Board on August 19, 2015, is a co-trustee of the Trust along with his wife. In accordance with the Company's policies governing related party transactions, Mr. Sulat disclosed his interest in the 2016 Private Placement Financing to the remaining members of the Board, all of whom were disinterested in the transaction (the "**Disinterested Directors**"), and recused himself from discussing or voting on matters related to the 2016 Private Placement Financing. On May 24, 2016, The Disinterested Directors unanimously approved the 2016 Private Placement Financing.

In addition to participating in both the 2016 Private Placement Financing and 2015 Private Placement Financing, the Trust also previously purchased a promissory note in the aggregate principal amount of \$75,000 and warrants from our wholly-owned subsidiary, ABS, on June 19, 2013. In contemplation of the Merger, the securities purchased by the Trust were amended and restated to provide for (i) the conversion of all amounts owed under the promissory note into an aggregate of 273,277 shares of the Company's Common Stock upon the closing of the Merger, calculating to approximately one share of the Company's Common Stock for each \$0.27 outstanding under the promissory note, and (ii) the cancellation of the warrants in full upon the closing of the Merger. Accordingly, upon the closing of the Merger on June 26, 2013, the promissory note was converted into 273,277 shares of our Common Stock and the warrants were cancelled.

The net proceeds to us from the 2016 Private Placement Financing, after giving effect to legal and other expenses incurred through the date of this prospectus, were approximately \$3,108,940. The table below describes in more detail these costs associated with the 2016 Private Placement Financing through the date of this prospectus:

Gross proceeds of the 2016 Private Placement Financing:	\$3,390,600(1)
Legal and other expenses incurred in connection with the 2016 Private Placement Financing:	\$281,660 (2)
Resulting net proceeds to the Company:	\$3,108,940(3)

Does not include (i) \$352,776 in gross proceeds paid to us upon the exercise of Series E Warrants that occurred on or prior to November 16, 2016, and (ii) potential gross proceeds payable to us upon exercise of the Series E Warrants issued in the 2016 Private Placement Financing, which would equal approximately \$2,741,145 if all 6,258,323 of the shares issuable under the Series E Warrants outstanding on November 16, 2016 were exercised on a cash basis.

This amount represents our legal, accounting, registration, placement agent and other fees and expenses associated with the 2016 Private Placement Financing (collectively, “**Transaction Expenses**”), which were estimated to total \$281,660. This amount does not include additional payments that we may be required to make under certain circumstances but that are not currently determinable, including the following: (a) potential partial damages for failure to register and keep registered for the period specified in the 2016 Registration Rights Agreement the Common Stock issued in the 2016 Private Placement Financing or issuable upon exercise of the Series E Warrants (in a cash amount equal to 1.5% of the price paid to us by each investor in the 2016 Private Placement Financing on the date of and on each 30-day anniversary of such failure until the cure thereof, with no quantitative cap to the aggregate amount of such); and (b) payments in respect of claims for which we provide indemnification in the 2016 Registration Rights Agreement. Although we intend to comply with the requirements of the 2016 Subscription Agreements and the 2016 Registration Rights Agreement and do not currently expect to make any such payments, it is possible that such payments may be required.

(3) Calculated by subtracting Transaction Expenses from the gross proceeds to us from the 2016 Private Placement Financing.

The Offering

This prospectus relates to the resale from time to time by the selling securityholders identified in this prospectus of up to 9,415,546 shares of our Common Stock issued or underlying the Series E Warrants issued in the 2016 Private Placement Financing. None of the shares to be registered hereby are being offered for sale by us.

Common Stock outstanding prior to November 17, 2016	137,857,075 (1)
Common Stock offered by the selling securityholders	9,415,546 (2)

Common Stock to be outstanding after the offering	144,115,398 (3)
Use of proceeds	We will not receive any proceeds from the sale of Common Stock offered by the selling securityholders under this prospectus.
OTCQB symbol	“ARTH”
Risk Factors	See “ RISK FACTORS ” beginning on Page 4 and other information in this prospectus for a discussion of the factors you should consider before you decide to invest in our Common Stock and warrants.

(1) As of November 16, 2016, includes an aggregate of 3,157,223 shares of our Common Stock issued to the selling securityholders in connection with the 2016 Private Placement Financing. Includes 21,418,383 shares of Common Stock held by our affiliates.

(2) Consists of: (a) the 3,157,223 shares of Common Stock currently held by the selling securityholders that were originally issued in connection with the closing of the 2016 Private Placement Financing; and (b) 6,258,323 shares of Common Stock issuable upon exercise of the Series E Warrants determined as if the Series E Warrants were exercised in full (without regard to any limitations on exercise contained therein).

(3) Assumes (a) no further adjustment to the number of shares underlying the Series E Warrants; and (b) the full exercise of the Series E Warrants held by the selling securityholders as of November 16, 2016, which would result in the issuance of an aggregate of 6,258,323 shares of Common Stock. Excludes (i) 17,826,741 shares of Common Stock that are reserved for future issuance under our 2013 Stock Incentive Plan (the “**2013 Plan**”), of which 12,479,214 shares are subject to outstanding option awards granted under the 2013 Plan at exercise prices ranging from \$0.17 to \$0.72 per share and with a weighted average exercise price of \$0.33 per share; (ii) 145,985 shares of Common Stock issuable upon the exercise of outstanding warrants issued in connection with the Life Sciences Accelerator Funding Agreement that we entered into with the Massachusetts Life Sciences Center (“**MLSC**”) on September 30, 2013 and amended on September 28, 2016 (as amended, the “**MLSC Loan Agreement**”), with an exercise price of \$0.274 per share (the “**MLSC Warrant**”), none of which are being registered pursuant to the 2016 S-3 Registration Statement of which this prospectus forms a part; (iii) 25,000 shares of Common Stock issuable upon the exercise of the Series A Warrants originally issued in the 2014 Private Placement Financing, none of which are being registered pursuant to the 2016 S-3 Registration Statement of which this prospectus forms a part; and (iv) 10,951,663 shares of Common Stock issuable upon the exercise of the Series D Warrants originally issued in the 2015 Private Placement Financing, none of which are being registered pursuant to the 2016 S-3 Registration Statement of which this prospectus forms a part.

RISK FACTORS

You should carefully consider all of the information in this prospectus and, in particular, you should evaluate the specific risk factors incorporated by reference herein and included or incorporated by reference in any applicable prospectus supplement.

USE OF PROCEEDS

We will not receive proceeds from the sale of Common Stock under this prospectus. We will, however, receive approximately \$2,741,145 from the selling securityholders if they exercise all of the Series E Warrants on a cash basis (assuming, in each case, no adjustments are made to the exercise price or number of shares issuable upon exercise of the Series E Warrants), which we expect we would use primarily for working capital purposes. We also expect we may use a portion of any such proceeds we may receive to satisfy our indebtedness to MLSC. In particular, pursuant to the Life MLSC Loan Agreement, we are required to amortize the principal and accrued interest under the MLSC Loan Agreement by making 13 monthly payments of approximately \$106,022 each to MLSC commencing on October 3, 2016. In addition, the remaining principal and accrued interest under the MLSC Loan Agreement will become immediately due and payable on the earlier of (i) the completion of a sale of substantially all of our assets, a change-of-control transaction or one or more financing transactions in which we receive net proceeds of \$5,000,000 at any time after October 3, 2016; and (ii) the occurrence of an event of default by us under the MLSC Loan Agreement.

DETERMINATION OF OFFERING PRICE

The selling securityholders will determine at what price they may sell the shares of Common Stock offered by this prospectus, and such sales may be made at prevailing market prices, at prices related to the prevailing market price or at privately negotiated prices.

SELLING SECURITYHOLDERS

This prospectus covers the resale from time to time by the selling securityholders identified in the table below of up to an aggregate of 9,415,546 shares of our Common Stock that were either previously issued or are issuable upon the exercise of our Series E Warrants. The shares of Common Stock being offered by the selling securityholders were issued in, or issuable upon the exercise of Series E Warrants issued in the 2016 Private Placement Financing, and consist of (i) 3,157,223 previously issued shares of Common Stock; and (ii) 6,258,323 shares of Common Stock that may be issuable upon exercise of the Series E Warrants that remained outstanding as of November 16, 2016. For additional information regarding the issuance of the shares of Common Stock and the Series E Warrants, see the description under “**PROSPECTUS SUMMARY | 2016 PRIVATE PLACEMENT FINANCING**” elsewhere in this prospectus.

We are registering the shares of Common Stock hereby pursuant to the terms of the 2016 Registration Rights Agreement among us and the 2016 Investors in order to permit the selling securityholders identified in the table below to offer the shares for resale from time to time. Because the shares of Common Stock issuable upon the exercise of our Series E Warrants are subject to adjustments if our shares of Common Stock are subdivided or combined (by any stock split, stock dividend, recapitalization, reorganization, scheme, arrangement or otherwise) and our Series E Warrants permit, in certain circumstances, the “cashless” exercise thereof, the number of shares that will actually be issuable upon any exercise thereof may be more or less than the number of shares being offered by this prospectus.

The table below (i) lists the selling securityholders and other information regarding the beneficial ownership (except with respect to Column 2, as determined under Section 13(d) of the Exchange Act of 1934, as amended (the “**Exchange Act**”) and the rules and regulations thereunder) of our Common Stock by each of the selling securityholders (including securities issued in transactions unrelated to the 2016 Private Placement Financing, if any); (ii) has been prepared based upon information furnished to us by the selling securityholders; and, (iii) to our knowledge, is accurate as of the date of this prospectus. The selling securityholders may sell all, some or none of their shares in this offering. See the disclosure under the heading “**PLAN OF DISTRIBUTION**” elsewhere in this prospectus. The selling securityholders identified in the table below may have sold, transferred or otherwise disposed of some or all of their shares since the date of this prospectus in transactions exempt from or not subject to the registration requirements of the Securities Act. Information concerning the selling securityholders may change from time to time and, if necessary, we will amend or supplement this prospectus accordingly and as required.

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
Name of Selling Securityholder	Number of Shares of Common Stock Issued and Issuable (1)	Number of Shares of Common Stock Beneficially Owned Prior	Maximum Number of Shares of Common Stock to be Sold	Number of Shares of Common Stock Beneficially Owned	Percentage of Shares of Common Stock Beneficially

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		to this Offering (2)	Pursuant to this Prospectus (3)	After This Offering (4)	Owned After This Offering (5)	
Anson Investments Master Fund LP (6)	3,062,500	3,062,500	3,062,500	0	0.00	%
Karen Carlin (7)	349,774	349,774	122,500	227,274	0.16	%
P. Timothy Connolly (8)	481,250	481,250	481,250	0	0.00	%
CVI Investments, Inc.(9)	750,000	750,000	750,000	0	0.00	%
Drake Partners Equity LLC (10)	648,990	648,990	194,444	454,546	0.33	%
Empery Asset Master, Ltd (11)	285,450	285,450	285,450	0	0.00	%
Empery Tax Efficient II, LP (11)	265,200	265,200	265,200	0	0.00	%
Empery Tax Efficient, LP (11)	199,350	199,350	199,350	0	0.00	%
Jonathan Galli (12)	875,000	875,000	350,000	525,000	0.38	%
Vikas Gulati and Mirela Gulati (13)	122,500	122,500	122,500	0	0.00	%
Hudson Bay Master Fund Ltd. (14)	487,500	487,500	487,500	0	0.00	%
Intracoastal Capital, LLC (15)	567,286	567,286	236,241	331,045		