

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

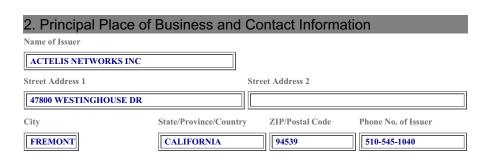
OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours per response: 4.0

CIK (Filer ID Number)	Previous Name(s)	<b>▼</b> None	Entity Type
0001141284			© Corporation
Name of Issuer			C Limited Partnership
ACTELIS NETWORKS INC			C Limited Liability Company
urisdiction of ncorporation/Organization			C General Partnership
DELAWARE			C Business Trust
ear of Incorporation/Organiz	ation		C Other
Over Five Years Ago			
Within Last Five Years (Specify Year)			
C Yet to Be Formed			



3. Related Per	sons			
Last Name		First Name		Middle Name
Barlev		Tuvia		
Street Address 1			Street Address 2	
c/o Actelis Networks,	Inc.		47800 Westingh	ouse Dr
City		State/Province/C	Country	ZIP/Postal Code
Fremont		CALIFORNIA	1	94539
Relationship:	Execut	ive Officer	Director	Promoter
Clarification of Response	e (if Necessary	·)		
Last Name		First Name		Middle Name
Минион		Robin	1	]
Murray		Kobin		
Street Address 1			Street Address 2	
c/o Actelis Networks,	Inc.		47800 Westingh	ouse Dr
City		State/Province/C	Country	ZIP/Postal Code
Fremont		CALIFORNIA	<b>\</b>	94539
Relationship:	Execut	ive Officer	Director	Promoter

Last Name   First Name   Middle No.    Graham   Hatch   First Name   F	
Graham  Graham  Graham  Graham  Graham  Graham  Granam  Granam	Code
treet Address 1  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Relationship: Executive Officer Director  Carification of Response (if Necessary)  CALIFORNIA  Middle Note Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  California California Middle Note Acte Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  California Middle Note Action of Response (if Necessary)  California Director Director  California Middle Note Action of Response (if Necessary)  California Middle Note Action Middle Note Action of Response (if Necessary)  California Middle Note Action Middle Note Actio	
City State/Province/Country ZIP/Posta  Relationship: Executive Officer Director  Carification of Response (if Necessary)  Executive Officer Address 2  Co Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont Street Address 1  Co Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Relationship: Executive Officer Director  Calification of Response (if Necessary)  Executive Officer Director  Calification of Response (if Necessary)  Executive Officer Director  Carification of Response (if Necessary)	
State/Province/Country ZIP/Posta Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Carification of Response (if Necessary)  Last Name First Name Middle Note Address 1 Street Address 2  Co Actelis Networks, Inc.  City State/Province/Country ZIP/Posta Fremont CALIFORNIA 94359  Relationship: Executive Officer Director  Carification of Response (if Necessary)  Last Name First Name Middle Note Address 1 Street Address 2  Co Actelis Networks, Inc.  Carification of Response (if Necessary)  Last Name First Name Middle Note Address 1 Street Address 2  Co Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Street Address 1 Street Address 2  Co Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Carification of Response (if Necessary)	
Relationship:	
Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name  First Name  Middle Note of No	Promoter
Clarification of Response (if Necessary)  Last Name First Name Middle Note of Street Address 1 Street Address 2  c/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont California Director  Clarification of Response (if Necessary)  Last Name First Name Middle Note of Street Address 1 Street Address 2  c/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Street Address 1 Street Address 2  c/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont California 94539  Relationship: Executive Officer	Promoter
Last Name  Griarte  G	
Griarte  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name  First Name  Middle New Yeyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  I Aprovince/Country  ZIP/Posta  Fremont  CALIFORNIA  P4539  Relationship:  Executive Officer  Director	
Griarte  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name  First Name  Middle New Yeyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  I Aprovince/Country  ZIP/Posta  Fremont  CALIFORNIA  P4539  Relationship:  Executive Officer  Director	
Griarte Greet Address 1  Cro Actelis Networks, Inc.  City  State/Province/Country  Clarification of Response (if Necessary)  Asst Name  Frederic  Greet Address 2  47800 Westinghouse Dr  California  Paison  Executive Officer  Clarification of Response (if Necessary)  Asst Name  First Name  Middle Newspassere  Greet Address 1  Street Address 2  Cro Actelis Networks, Inc.  City  State/Province/Country  California  California  Paison  California  Paison  California  Paison  California  Paison  California  Paison  California	
Griarte  Greet Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  Passo  Relationship:  Executive Officer  Charification of Response (if Necessary)  Last Name  First Name  Middle Note of the Networks of	
Griarte  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name  First Name  Middle New Yeyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  I Aprovince/Country  ZIP/Posta  Fremont  CALIFORNIA  P4539  Relationship:  Executive Officer  Director	me
Coo Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94359  Relationship: Executive Officer Director  Clarification of Response (if Necessary)  Last Name First Name Middle New Yeyssiere  Street Address 1 Street Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
Coto Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94359  Relationship: Executive Officer Director  Charification of Response (if Necessary)  Last Name First Name Middle National Networks of Street Address 1 Street Address 2  Coto Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director Calification of Response (if Necessary)	
State/Province/Country ZIP/Posta  Fremont  CALIFORNIA  P4359  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Asst Name  First Name  Middle Name  Veyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4539  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)	
Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name First Name Middle Name Veyssiere Frederic  Ctreet Address 1  Street Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta Fremont  CALIFORNIA  P4539  Relationship: Executive Officer  Director  Clarification of Response (if Necessary)	
Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)  Last Name  First Name  Middle Name  Veyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  ZIP/Posta  Fremont  CALIFORNIA  P4539  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)	Code
Clarification of Response (if Necessary)  Last Name First Name Middle New Yeyssiere  Street Address 1 Street Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
Clarification of Response (if Necessary)  Last Name First Name Middle No.  Veyssiere Frederic  Street Address 1 Street Address 2  C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
Last Name First Name Middle Note Veyssiere Frederic  Street Address 1 Street Address 2  c/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	Promoter
Veyssiere  Street Address 1  Street Address 2  C/o Actelis Networks, Inc.  City  State/Province/Country  CALIFORNIA  Relationship:  Executive Officer  Director  Clarification of Response (if Necessary)	me
City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
C/o Actelis Networks, Inc.  City State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
State/Province/Country ZIP/Posta  Fremont CALIFORNIA 94539  Relationship: Executive Officer Director  Clarification of Response (if Necessary)	
Relationship: Executive Officer Director  Clarification of Response (if Necessary)	Codo
Relationship: Executive Officer Director  Clarification of Response (if Necessary)	Code
Clarification of Response (if Necessary)	
Clarification of Response (if Necessary)	
	Promoter
Last Name First Name Middle N	·
.ast Name First Name Middle N	
ast Name First Name Middle N	
ast Name First Name Middle No.	
<b>Drummond</b> Jere	me
	me
Street Address 2	me
c/o Actelis Networks, Inc. 47800 Westinghouse Dr	me
City State/Province/Country ZIP/Posta	
Fremont CALIFORNIA 94539	
Relationship: Executive Officer Director	
- Man	Code
Clarification of Response (if Necessary)	Code

Last Name	First Name		Middle Name
Kaplan	Martin		
treet Address 1		Street Address	2
c/o Actelis Networks, Inc.		47800 Westing	ghouse Dr
ity	State/Province/Co	ountry	ZIP/Postal Code
Fremont	CALIFORNIA		94539
	· ·		
Relationship:	Executive Officer	Director	Promoter
larification of Response (if Ne	ecessary)		
ast Name	First Name		Middle Name
Elahian	Kamran		
reet Address 1		Street Address	2
c/o Actelis Networks, Inc.		47800 Westing	ghouse Dr
iity	State/Province/Co	ountry	ZIP/Postal Code
Fremont	CALIFORNIA		94539
Relationship:	Executive Officer	□ Director	Promoter
1. Industry Group			
	Health Car		○ Retailing
	C Biotec	chnology	Retailing Restaurants
Agriculture	C Biotec		C Restaurants
6	C Biotec C Health C Hospi	chnology h Insurance	C Restaurants Technology
Agriculture  Banking & Financial Service Commercial Banking Insurance Investing	C Biotec C Health C Hospi C Pharm	chnology h Insurance tals & Physicians	© Restaurants  Technology  © Computers
Agriculture  Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking	C Biotec C Healtl C Hospi C Pharn C Other	chnology h Insurance tals & Physicians naceuticals	C Restaurants  Technology  C Computers  C Telecommunications
Agriculture  Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fun	C Biotec C Health C Hospi C Pharn C Other	chnology h Insurance tals & Physicians naceuticals	C Restaurants  Technology  Computers C Telecommunications Other Technology
Agriculture  Banking & Financial Service C Commercial Banking C Insurance C Investing C Investment Banking	C Biotec C Healtl C Hospi C Pharn C Other	chnology h Insurance tals & Physicians naceuticals Health Care	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel
Agriculture  Banking & Financial Servic  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finance Services	C Biotec C Healtl C Hospi C Pharn C Other	chnology h Insurance tals & Physicians naceuticals Health Care	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports
Agriculture  Banking & Financial Servic  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finance Services	C Biotec C Health C Hospi C Pharn C Other  d notial C Manufactu Real Estate	chnology h Insurance tals & Physicians naceuticals Health Care	C Restaurants  Technology  Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions
Agriculture  Banking & Financial Service  Commercial Banking  Insurance  Investing  Investment Banking  Pooled Investment Fun  Other Banking & Financy  Services  Business Services  Energy  Coal Mining	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm	chnology h Insurance tals & Physicians naceuticals Health Care	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Service
Agriculture  Banking & Financial Service  Commercial Banking  Insurance  Investing  Investment Banking  Pooled Investment Fun  Other Banking & Financy  Services  Business Services  Energy  Coal Mining  Electric Utilities	C Biotec C Health C Hospi C Pharn C Other  d notial C Manufactu Real Estate C Comn C Const C REIT:	chnology h Insurance tals & Physicians naceuticals Health Care  ring nercial ruction S & Finance	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi
Agriculture  Banking & Financial Servic  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finan Services  Business Services  Energy Coal Mining Electric Utilities Energy Conservation	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Service
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Agriculture  Banking & Financial Servic Commercial Banking Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finan Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Service Oil & Gas	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi
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Agriculture  Banking & Financial Servic Commercial Banking Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finan Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Service Oil & Gas	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi
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Agriculture  Banking & Financial Service Commercial Banking Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Finan Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Service Oil & Gas Other Energy	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential Real Estate	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi
Agriculture  Banking & Financial Service Commercial Banking Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Service Oil & Gas Other Energy	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring nercial ruction S & Finance ential Real Estate	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi C Other Travel C Other
Agriculture  Banking & Financial Servic Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fun Other Banking & Finan C Services  Business Services  Energy C Coal Mining C Electric Utilities C Energy Conservation C Environmental Service C Oil & Gas C Other Energy  I SSUET Size  Evenue Range No Revenues	C Biotec C Health C Hospi C Pharm C Other  d notial C Manufactu Real Estate C Comm C Const C REITS C Reside	chnology h Insurance tals & Physicians naceuticals Health Care  ring nercial ruction S & Finance ential Real Estate	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi C Other Travel Other  Other
Agriculture  Banking & Financial Servic Commercial Banking Insurance Investing Investment Banking Pooled Investment Fun Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities Energy Conservation Environmental Service Oil & Gas Other Energy No Revenues S1 - \$1,000,000	Ces C Biotec C Healti C Hospi C Pharn C Other  d netal C Manufactu Real Estate C Comm C Const C REITS C Reside S C Other	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential Real Estate  Aggregate Net A C No Aggr	C Restaurants  Technology C Computers C Telecommunications Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi C Other Travel Other  Other
Agriculture  Banking & Financial Service Commercial Banking Cinsurance Cinvesting Cinvestment Banking Cinvestment Banking Cinvestment Fun Other Banking & Financial Cinvestment Fun Cinvestment Fun Cinvestment Fun Cinvestment Fun Cinvestment Fun Cinvestment Fun Cinvestment Gundaria C	Ces C Health C Hospi C Pharm C Other  d  notial C Manufactu Real Estate C Comm C Const C REIT: C Reside S Other	chnology h Insurance tals & Physicians naceuticals Health Care  ring enercial ruction S & Finance ential Real Estate  Aggregate Net A C No Agg: C \$1 - \$5,000,0	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Servi C Other Travel C Other  Asset Value Range regate Net Asset Value

0	Over \$100,000,000	Over \$100,000,000
•	Decline to Disclose	C Decline to Disclose
C	Not Applicable	C Not Applicable
6. F		s) and Exclusion(s) Claimed (select all that
	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
	Rule 504 (b)(1)(i)	Rule 506(b)
	Rule 504 (b)(1)(ii)	Rule 506(c)
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
		Investment Company Act Section 3(c)
7. 7	Type of Filing	
	New Notice Date of First S	ale 2013-06-14 First Sale Yet to Occur
	Amendment	
8. [	Duration of Offering	
,		0 6
Dues	the Issuer intend this offering to	ast more than one year:
,		s Offered (select all that apply)
	Pooled Investment Fund Interests	Equity
	Tenant-in-Common Securities	☐ Debt
		Ontion Warrent or Other Pight to
	Mineral Property Securities	Option, Warrant or Other Right to Acquire Another Security
	Security to be Acquired Upon Exercise of Option, Warrant or	
<b>▼</b> 1	Security to be Acquired Upon	Acquire Another Security
<b>▼</b> 1	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Acquire Another Security
	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Acquire Another Security  Other (describe)
10.	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combina	Acquire Another Security  Other (describe)
10. Is this	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Acquire Another Security  Other (describe)  ation Transaction on with a business combination C. Vos. No.
10. Is this transa	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates Security	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination or exchange offer?  Yes No
10. Is this transa	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates offering being made in connect action, such as a merger, acquisi	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination or exchange offer?  Yes No
10. Is this transa	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates offering being made in connect action, such as a merger, acquisi	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination or exchange offer?  Yes No
10. Is this transa	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates offering being made in connect action, such as a merger, acquisi	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination tion or exchange offer?  Yes No
10. Is this transa Clarif	Becurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates offering being made in connect action, such as a merger, acquisification of Response (if Necessar	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination tion or exchange offer?  Yes No
10. Is this trans: Clariff  11. Minin invest	Becurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combinates offering being made in connect action, such as a merger, acquisification of Response (if Necessar	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination or exchange offer?  Yes No  No  USD
10. Is this trans: Clariff  11. Minin invest	Becurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combina s offering being made in connect action, such as a merger, acquisi fication of Response (if Necessar  Minimum Investment accepted from a for	Acquire Another Security  Other (describe)  Action Transaction  on with a business combination or exchange offer?  Yes No  No  USD
10. Is this transaction of the control of the contr	Becurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combina s offering being made in connect action, such as a merger, acquisi fication of Response (if Necessar  Minimum Investment accepted from a for	Acquire Another Security  Other (describe)  Acquire Another Security  Other (describe)  Other (describe)
10.  Is this transa Clarif	Becurity to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combina s offering being made in connect action, such as a merger, acquisi fication of Response (if Necessar  Minimum Investment accepted from a for	Acquire Another Security  Other (describe)  Acquire Another Security  Other (describe)  Other (describe)

Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation
13. Offering and Sales Amounts
Total Offering Amount \$ 3019997 USD □ Indefinite
Total Amount Sold \$ 1416859 USD  Total Remaining to be \$ 1603138 USD Indefinite
Sold Sold USD Indefinite
Clarification of Response (if Necessary)
(a) Includes the aggregate offering value of up to \$19,994 upon exercise of warrants to purchase preferred stock.
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  Number of such non-accredited investors who already have invested in the
offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total
number of investors who already have invested in the offering:
45 Color Commissions 9 Findow? For a Findows
15. Sales Commissions & Finders' Fees Expenses
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions \$ 0 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above.
If the amount is unknown, provide an estimate and check the box next to the amount.
S USD Estimate
Clarification of Response (if Necessary)
Signature and Submission
Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.
Terms of Submission
In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
  described and undertaking to furnish them, upon written request, the information furnished to
  offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ACTELIS NETWORKS INC	/s/ ARTHUR F. SCHNEIDERMAN	Arthur F. Schneiderman	Secretary	2013-06-21