

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): **September 12, 2022**

Actelis Networks, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41375

(Commission File Number)

52-2160309

(I.R.S. Employer
Identification Number)

4039 Clipper Court, Fremont, CA 94538

(Address of principal executive offices)

(510) 545-1045

(Registrant's telephone number, including area code)

(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 Instructions 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
Common Stock, \$0.0001 par value per share	ASNS	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 7.01 Regulation FD Disclosure.

On September 12, 2022, Actelis Networks, Inc. (the "Company") posted to its website a corporate presentation that it intends to use in conferences and meetings with investors, shareholders and analysts. A copy of the presentation is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under this Item 7.01 of this Current Report on Form 8-K and the exhibits attached hereto are deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information and exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

This Current Report on Form 8-K and Exhibit 99.1 hereto contain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other reports of the Company filed with the Securities and Exchange Commission, including that actual events or results may differ materially from those in the forward-looking statements.

Item 8.01 Other Events

Disclosure Channels to Disseminate Information

Investors and others should note that the Company may announce material information about its finances, product development, clinical trials and other matters to its investors using its website (<https://actelis.com/>) in addition to SEC filings, press releases, public conference calls and webcasts. The Company uses these channels to communicate with the Company's shareholders and the public about the Company and other issues. It is possible that the information the Company posts on these channels could be deemed to be material information. Therefore, the Company encourages investors, the media, and others interested in the Company to review the information it posts on the Company's website (referenced above) in addition to following its press releases, SEC filings, public conference calls, and webcasts.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Actelis Networks, Inc. Investor Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

1

SIGNATURES

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.

ACTELIS NETWORKS, INC.

Dated: September 12, 2022

By: /s/ Tuvia Barlev
Name: Tuvia Barlev
Title: Chief Executive Officer

2



Applying the Science of Networking
Enabling Cybersecure, Rapid Networking for All IoT “Things” and Locations

H.C. Wainwright 24th Annual Global Investment Conference
September 12-14, 2022

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Disclaimer

This Presentation is not an Offer or a Representation

This Presentation does not constitute an offer, or a solicitation of an offer, to buy or sell any securities, investment or other specific product, or a solicitation of any vote or approval, nor shall there be any sale of securities, investment or other specific product in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The information contained herein does not purport to be all-inclusive and Actelis nor any of its subsidiaries, stockholders, affiliates, representatives, control persons, partners, members, managers, directors, officers, employees, advisers or agents make any representation or warranty, express or implied, as to the accuracy, completeness or reliability of the information contained in this Presentation. You should consult with your own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein, and, by accepting this Presentation, you confirm that you are not relying solely upon the information contained herein to make any investment decision. The recipient shall not rely upon any statement, representation or warranty made by any other person, firm or corporation in making any investment decision. To the fullest extent permitted by law, in no circumstances will the Company or any of its subsidiaries, stockholders, affiliates, representatives, control persons, partners, members, managers, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. The general explanations included in this Presentation cannot address, and are not intended to address, your specific investment objectives, financial situations or financial needs. Nothing in this Presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved.

Financial Information and Use of Non-GAAP Financial Measures.

The financial information contained in this Presentation has been taken from or prepared based on our historical financial statements for the periods presented. This presentation includes certain non-GAAP financial measures. These non-GAAP measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to their nearest GAAP equivalent or any other performance measures derived in accordance with GAAP. We believe that these non-GAAP measures of financial results provide useful supplemental information to investors about Actelis. Our management uses forward-looking non-GAAP measures to evaluate our projected financials and operating performance. However, there are a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents. In addition, other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore, our non-GAAP measures may not be directly comparable to similarly titled measures of other companies. Additionally, to the extent that forward-looking non-GAAP financial measures are provided, they are presented on a non-GAAP basis without reconciliations of such forward looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

Risk Factors

Our business and our ability to execute our business strategy are subject to a number of risks as more fully described in the section titled “Risk Factors” of the preliminary prospectus filed with the SEC. These risks include, among others:

- We have a history of net losses, may incur substantial net losses in the future, and may not achieve or sustain profitability or growth in future periods. If we cannot achieve and sustain profitability, our business, financial condition, and operating results will be adversely affected.
- We have had negative cash flow and, given our projected funding needs, our ability to generate positive cash flow is uncertain.
- Our financial statements contain an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern, which could prevent us from obtaining new financing on reasonable terms or at all.
- Even after consummation of the offering as contemplated, we may need to raise additional capital to meet our business requirements in the future, and such capital raising may be costly or difficult to obtain and could dilute our stockholders’ ownership interests.
- Our indebtedness could adversely affect our ability to raise additional capital to fund operations, limit our ability to react to changes in the economy or our industry and prevent us from meeting our financial obligations.
- To support our business growth, in the past years we increased our focus on serving certain IoT verticals, while continuing to serve our existing Telco customers. This change in our strategy may make it more difficult to evaluate our business growth and future prospects, and may increase the risk that we will not be successful in our plans.
- We may have ineffective sales and marketing efforts.
- We are dependent on the supply of electronic and mechanical components and our business would be harmed if we do not receive sufficient supply of such components in number and performance to meet our production requirements and product specifications in a timely and cost-effective manner.
- We are dependent on key suppliers.
- Demand for our products and solutions may not grow or may decline.
- Our gross margins may not increase or may deteriorate.
- Changes in the price and availability of our raw materials and shipping could be detrimental to our profitability.
- Expanding our operations and marketing efforts to meet expected growth may impact profitability if actual growth is less than expected.
- If our internal Company cyber-security measures are breached or fail and unauthorized access is obtained to our IT environment, we may incur significant losses of data, which we may not be able to recover and may experience a delay in our ability to conduct our day-to-day business.

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3

Risk Factors

- We provide cyber security features as part of our products that may not completely prevent information security breaches, and our products are installed in live customer environments and may be compromised by cyber-attacks and damage customer assets.
- We depend on key information systems and third-party service providers.
- We depend on our management team and other key employees, and the loss of one or more of these employees or an inability to attract and retain highly skilled employees could adversely affect our business.
- We may face the effects of increased competition and rapid technological changes.
- Our results of operations are likely to fluctuate from quarter to quarter and year to year, which could adversely affect the trading price of our common stock.
- The loss of one or more of our significant customers, or any other reduction in the amount of revenue we derive from any such customer, would adversely affect our business, financial condition, results of operations and growth prospects.
- The effects of health pandemics, such as the ongoing global COVID-19 pandemic, have had, and could in the future have, an adverse impact on our business, financial condition and results of operations.
- Claims by others that we infringe their intellectual property could force us to incur significant costs or revise the way we conduct our business.
- Our patents and proprietary technology may be challenged or disputed.
- Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.
- We may be adversely affected by fluctuations in the currency exchange rate of the Israeli Shekel.
- Unanticipated changes in our effective tax rate and additional tax liabilities, including those resulting from our international operations or the implementation of new tax rules, could harm our future results.
- The requirements of being a public company may strain our resources, divert management’s attention, and affect our ability to attract and retain executive management and qualified board members.
- We have identified a material weakness in our internal control over financial reporting. If we experience material weaknesses in the future or otherwise fail to implement and maintain an effective system of internal controls in the future, we may not be able to accurately report our financial condition or results of operations which may adversely affect investor confidence in us, and as a result, the value of our common stock.

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4

FORWARD LOOKING STATEMENTS

This Presentation contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under the heading “Risk Factors” and elsewhere in the final prospectus, dated May 16, 2022 that we have filed with the U.S. Securities and Exchange Commission in connection with our initial public offering. Forward-looking statements are only predictions. The forward-looking events discussed in this Presentation and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this document and other statements made from time to time by us or our representatives might not occur. Past performance is not indicative of future results. There is no guarantee that any specific outcome will be achieved. Investments may be speculative, illiquid and there is a total risk of loss.

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5

COMPANY OVERVIEW

Actelis At a Glance

A Market Leader of Gigabit-Grade, Cybersafe, Rapid Deployment IoT Networking

>300

Customers

*Cities, Rail,
Roads, Military*

>\$27M

**Value of Actelis' IoT
Previously Installed
Base**

In over 30 countries

30+

Global Patents

*+More on-going
new applications*

>20%

**Ave. Annual
IoT growth**

2018-2021

>50%

**Ave. Gross Margin
2020-H1/2022**

5/2022 IPO

\$15.4 million proceeds

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6

Global IoT Market to Hit \$1.8 Trillion in 2028 at 24.5% CAGR ⁽¹⁾

Smart City Market at \$696 Billion by 2028 with CAGR of 29.3% ⁽²⁾



<u>Smart Traffic (ITS)</u>	<u>Smart City</u>	<u>Smart Rail</u>	<u>Military and Gov.</u>	<u>Power, Water, Oil</u>	<u>Industry, Education</u>
Lights	Parking	Signaling	Perimeter security	Substations	Robotics
Cameras	Security	Obstacle detect	Weapons control	Generators	Warehouse
Lane Management	Wi-Fi	Controls	Energy	Oil/gas flow	Access control
Signs	Garbage	Security	Radars	Perimeter security	Security
V2V	Transportation	Ticketing	Airports	Water plants	Parking

(1) Facts and Factors Jan. 2022
 (2) Grand View Research May. 2021

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IoT Connectivity Modernization Needs Growing Exponentially

Major efforts to Securely Connect Tens of Millions of Locations at High-Speed

- Billions of devices currently connected with copper cables
Historically low speed, low reliability, not secure
- New Fiber Optic cables are being installed
Reliable, fast, but expensive and slow to deploy
- Wireless is getting faster
Historically very low speed, lowest reliability and security



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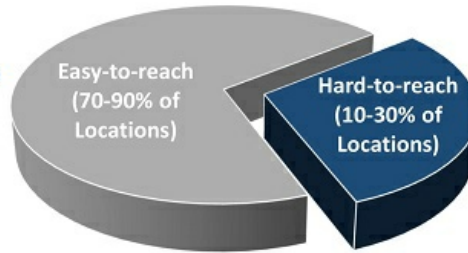
Obstacles to IoT Development – Hybrid Fiber/Copper is Key

Making the Case for Hybrid Networks (Example)

Connectivity consumes over 70% of IoT network's cost and time

Easy to reach locations:

- Fiber is laid on existing poles @ ~\$26K/Mile
- (work takes days/weeks)*



Hard to reach locations:

- Fiber needs boring, trenching, permits, right-of-way @\$70K-\$400K/Mile
- (work takes months)*

...Connecting Fiber to Hard-to-Reach Locations May Cost **50%** of all Project Budget and **may cause Months of Delay****

(*) – Analysis by Columbia Telecommunications Corporation

(**) - Fiber Availability is 31%/12%/11% of in US/UK/ Germany, respectively; (FTTH council, Europe, 4/2020)

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9

Hybrid Architecture Makes Existing Network Part of the Digital Future

Extending Safe, Gigabit-Grade Connectivity over Fiber + Enhance Existing Wires



Fiber is preferred for performance and reliability, but:

- Can be very slow to deploy in many locations
- May not be possible economically in many hard-to-reach locations

Existing coax/wires connect billions of locations/devices and are instantly available at no cost, but:

- Historically suffer from low speed and low reliability
- Are unprotected from hacking and cyber attacks
- Actelis' technology enhances wires securely to Gigabit-Grade

1+1

Actelis' Hybrid Fiber-Copper Networking Solutions are Combining the Best of Both:

- Providing Cyber-Safe, Gigabit-Grade connectivity combining Fiber and enhanced existing wires
- Eliminating deployment obstacles in challenging locations
- Helping IoT projects converge on time and budget

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10

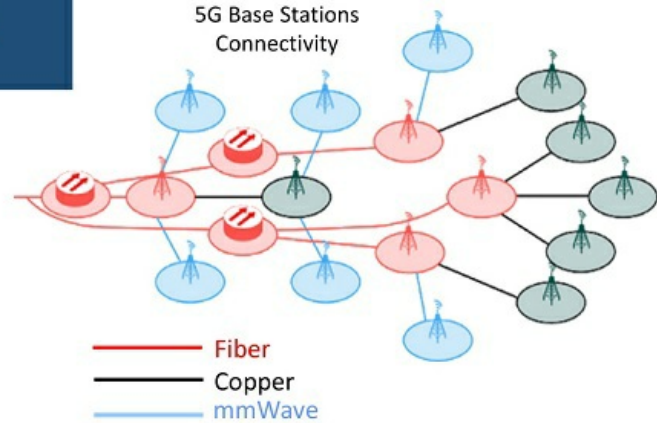
Actelis' Hybrid Networks Enable 5G in Smart Cities and on Roads

5G Expected to Grow at 54.4% CAGR 2021-2028 ⁽¹⁾

5G...to dramatically improve quality of life with high data-rate, low latency, for mobile, eHealth, autonomous vehicles, smart cities, smart homes, Industrial IoT... ⁽¹⁾

Actelis' Hybrid Networking makes 5G practical:

- 5G Requires 10X-100X cell grid density
- Requires Fiber, Copper or mmWave at Gigabit speeds to 14.2M locations by 2027
- Many locations are hard-to-reach with Fiber, out-of-sight for mmWave, but are on wires
- Hybrid Networking makes 5G practical with connectivity + remote powering

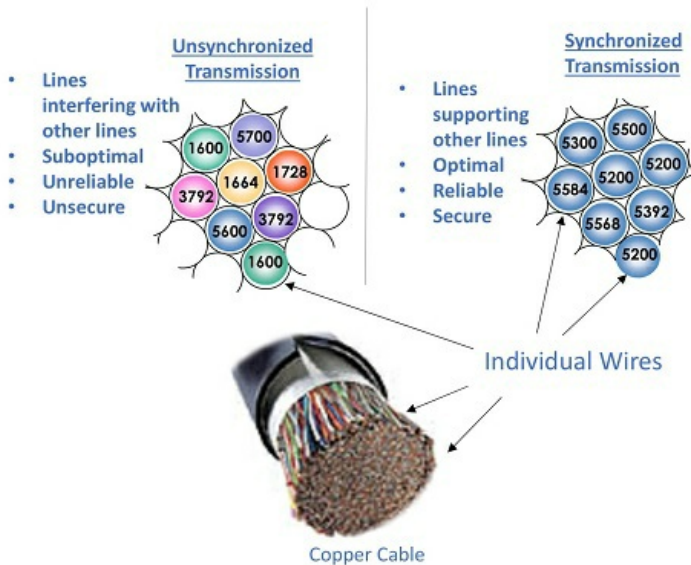


(1)– Key Market Insights

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MetaLIGHT Unique Signal Processing and Coding Technology

Combining 100X Wire⁽⁵⁾ Performance Boost with Triple-Shield Security



- Optimal synchronization of multi-line signals
- Elimination of interference to boost speed
- Data line coding for resilience, security ⁽¹⁾
- Multi-line scrambling for low latency, security ⁽²⁾
- 256-bit encryption of transmission ⁽³⁾
- Multi-line modulation for up to 10Gbps ⁽⁴⁾
- Spectrally compliant reach extenders to 100Km
- Remote powering + Data to 4G/5G base stations

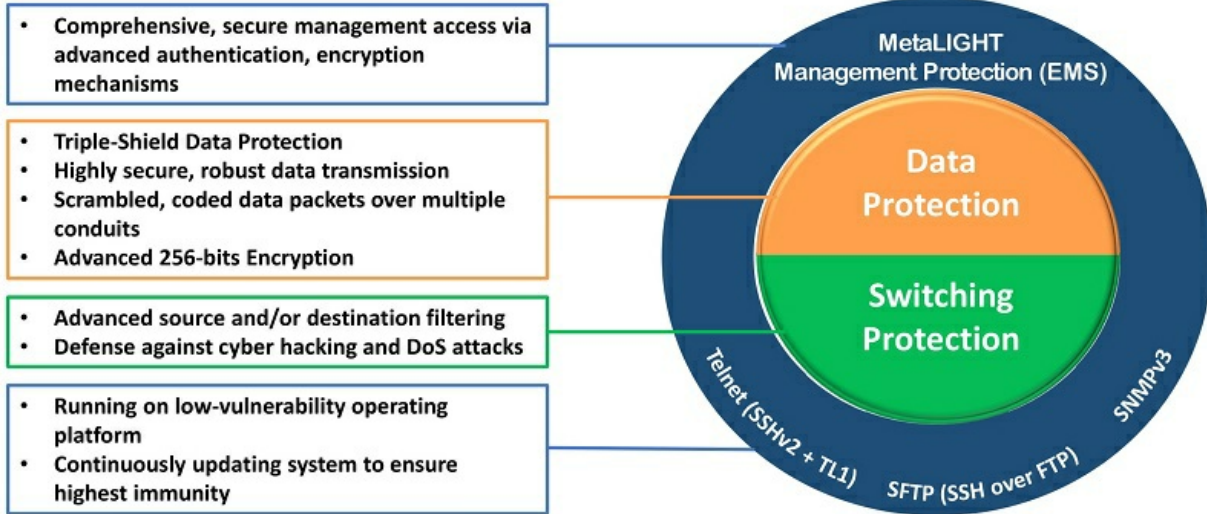


(1), (2), (3) – Components of Triple Shield Protection
 (4) – 10Gbps available in 2023
 (5) – Vs. single wire performance in cable

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MetaLIGHT Software 360° System Level Security

Approved for Deployment by US DoD



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Actelis' MetaLIGHT Building Blocks Enable Seamless Hybrid Networks

- **CONNECTIVITY:** High Performance, mix of Fiber, Copper, 5G
- **CYBER SAFETY:** Triple Shield Data Protection; and 360° System Security Software
- **UBIQUITY:** Supports all cameras, sensors, meters on new IP or legacy networks
- **HIGH DENSITY:** Packs up to 11 network functions in one device; saving space, power and cost
- **REMOTE POWERING Over Copper:** For cameras, sensors, 5G base stations, saving power connection cost
- **LOW-TOUCH NETWORK MANAGEMENT SW:** Automated Configuration, Zero touch provisioning

MetaLIGHT Series

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Customers that Already Trust Actelis' Solutions

SMART GRID



SMART CAMPUS



SMART TRANSPORTATION



SMART CITY



Gov, MILITARY & POLICE



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Example: Highways England National Road System Modernizing with Actelis' Secure Hybrid Technology starting 2019

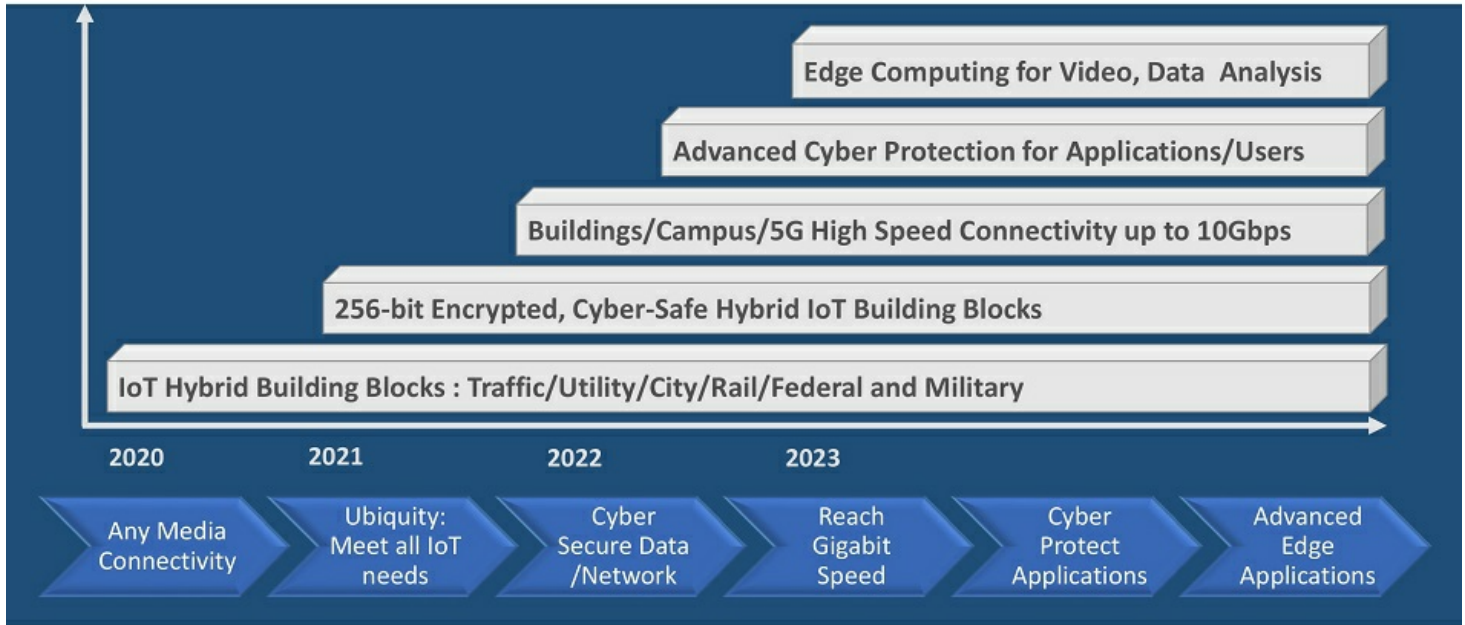


- 30,000 roadside assets, 4,400 miles of strategic road network
- 1/3 of network on existing copper, 2/3 on new Fiber
- Fiber and copper must be integrated without compromising service levels, reliability, or security
- Both must provide reliable high bandwidth over vast distances
- Advanced Quality of Service (QoS) must ensure minimum delay for real-time alerts
- Network security and advanced troubleshooting tools are paramount

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2020-2023 Product Strategy

Be Everywhere, then Climb Up the Food Chain

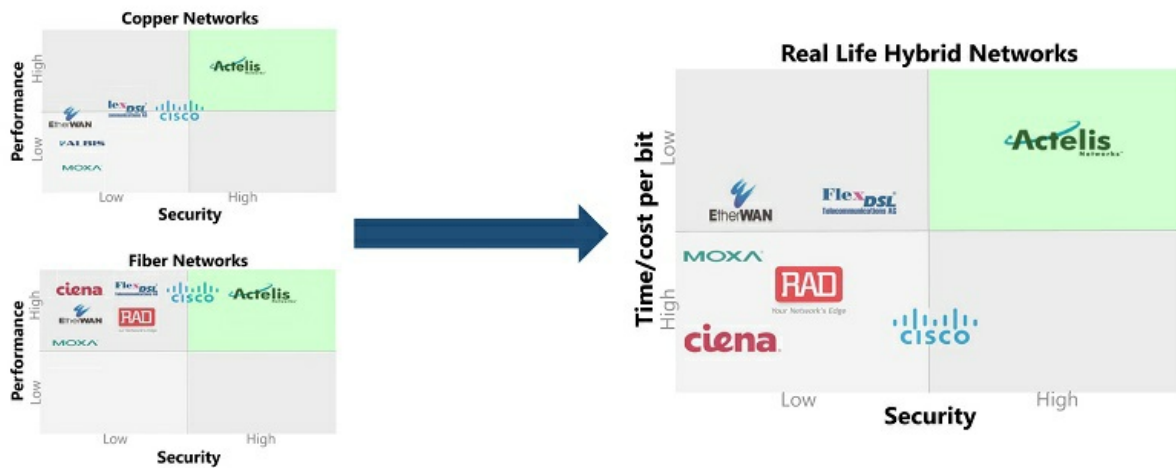


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COMPETITIVE OVERVIEW

Our Real-Life Solutions Offer Significant Competitive Advantages

Leading Unique Real-Life Hybrid Offering



Actelis' solutions offer significant competitive advantages in performance and security layers in both Fiber and copper. When combined into real-life hybrid copper-fiber networks, they offer higher security, faster deployment and lower cost.

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Financial Results 2020-2021

STATEMENTS OF OPERATIONS DATA:

	For the Year Ended December 31, 2021	For the Year Ended December 31, 2020
<i>(U.S. dollars in thousands, except share and per share data)</i>		
Revenues	\$ 8,545	\$ 8,532
Cost of revenues	4,575	3,550
Research and development, net	2,443	2,147
Sales and marketing, net	2,204	1,848
General and administrative, net	1,183	1,118
Financial expenses, net	3,391	1,374
Loss from operations	(5,251)	(1,505)
Income tax provision	—	—
Net loss	\$ (5,251)	\$ (1,505)
Net loss	(5,251)	(1,505)
Non-GAAP Adjusted EBITDA**	(1,097)	50

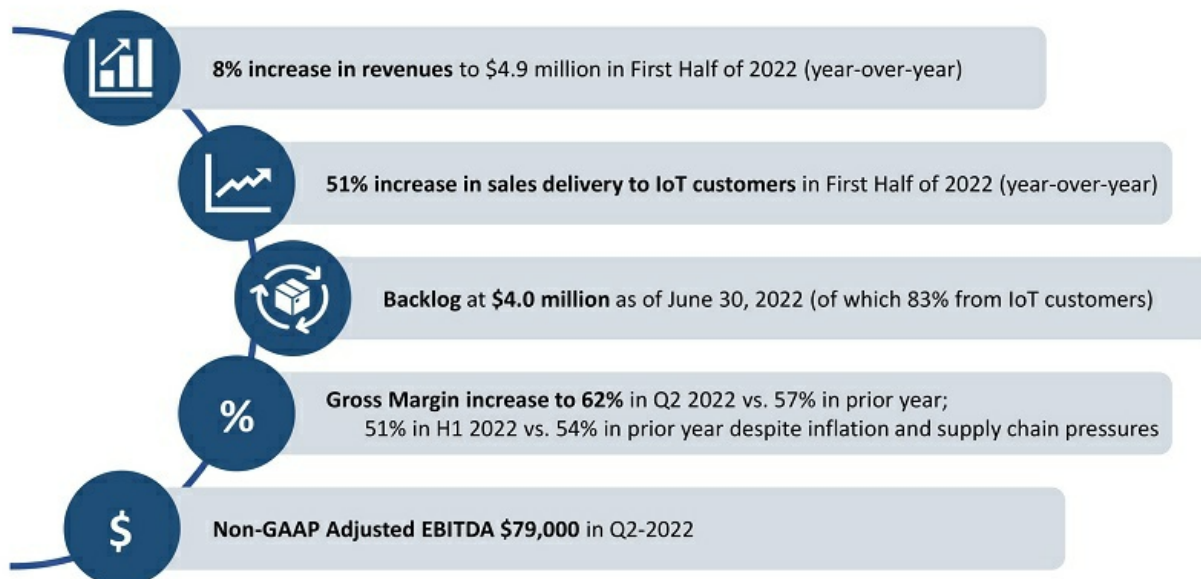
	Year Ended December 31, 2021	Year Ended December 31, 2020
<i>(U.S. dollars in thousands)</i>		
Revenues	\$ 8,545	\$ 8,532
Backlog of Open Orders**	\$ 4,602	\$ 1,735

The sum of Revenues and end of year Open Orders grew 28% from 2020 to 2021

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19

Financial Highlights – Second Quarter and First Half 2022



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20

Financial Results Second Quarter and First Half 2022

	Second Quarter		First Half	
	2022	2021	2022	2021
<i>(U.S. Dollars in thousands except for Gross Margin)</i>				
Revenues	3,081	3,027	4,949	4,573
Gross Margin	62%	57%	51%	54%
Adjusted EBITDA	79	446	(888)	60

	Second Quarter		First Half	
	2022	2021	2022	2021
<i>(U.S. Dollars in thousands)</i>				
Backlog of open Orders⁽¹⁾	3,996	4,852	3,996	4,852

⁽¹⁾ Presented as of June 30 for each year.

83% of Backlog of customer Open Orders comes from IoT customers

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21

Balance Sheet as of June 30, 2022

Balance Sheet –transformed as a result of completed IPO

	June 30, 2022	December 31, 2021
<i>(U.S. Dollars in thousands)</i>		
Total Assets	19,559	4,684
Total Liabilities	11,802	18,695
Redeemable Convertible Preferred Stock	-	5,585
Shareholder's Equity (Capital Deficiency)	7,757	(19,596)

Impact of IPO on Balance Sheet December 31, 2021 to June 30, 2022

- IPO proceeds (net of IPO costs) increased Assets and Shareholders' Equity. Total increase \$14.9 million
- A one-time conversion of notes, warrants and preferred stock into Common Stock decreased Liabilities and Convertible Preferred Stock, and increased Shareholder's Equity. Total \$12.5 million
- In total, a growth of \$27.4 million to Shareholders' equity

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22

Contact Information

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