

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Winkler-Solomon Michal</u> (Last) (First) (Middle) 4039 CLIPPER COURT (Street) FREMONT CA 94538 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACTELIS NETWORKS INC [ASNS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Vice President Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(1)(2)	12/15/2022		A		12,000		(1)(2)	(1)(2)	Common Stock, \$0.0001 par value	12,000	\$0	12,000	D	

Explanation of Responses:

- The first third of the Restricted Stock Units ("RSUs") will vest on September 29, 2023 ("Vesting Date"), with the remaining two-thirds of the RSUs vesting in equal increments over the next two years on each annual anniversary date following the Vesting Date, until September 29, 2025, at which point the RSU grants shall be fully vested, subject to the Reporting Person remaining continuously employed through the final Vesting Date, unless the Reporting Person's engagement with the Issuer is terminated, in which case the unvested RSUs will vest at the termination date, based on the upcoming annual anniversary amount, pro-rated to the date of termination. Each RSU represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- The board of directors of the Issuer, in its sole discretion, will determine in accordance with the terms and conditions of the Issuer's 2015 Equity Incentive Plan, as amended, the form of payout of the RSUs (cash and/or stock).

/s/ Michal Winkler-Solomon 12/19/2022
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.