

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): April 18, 2023

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Actelis Networks, Inc. (the "Company") filed a Certificate of Amendment to the Twenty Fourth Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware (the "Certificate of Amendment") to affect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") on April 18, 2023. The Certificate of Amendment will not decrease the number of authorized shares of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Any fractional shares that would otherwise have resulted from the Reverse Stock Split will be rounded up to the next whole number. The number of any outstanding awards, the exercise price per share of outstanding stock options and other terms of outstanding awards issued are automatically adjusted to reflect the effects of the Reverse Stock Split. The Reverse Stock Split impacts all holders of the Common Stock proportionally and does not impact any stockholder's percentage ownership of Common Stock (except to the extent the Reverse Stock Split results in any stockholder owning fractional shares).

The Common Stock will begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market when the market opens on April 19, 2023. The trading symbol for the Common Stock will remain "ASNS." The Common Stock was assigned a new CUSIP number (00503R409) following the Reverse Stock Split.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Dated: April 18, 2023

ACTELIS NETWORKS, INC.

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

**CERTIFICATE OF AMENDMENT  
TO THE  
TWENTY FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ACTELIS NETWORKS, INC.**

a Delaware corporation

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), Actelis Networks, Inc., a corporation organized and existing under the DGCL (the "Corporation"), hereby certifies as follows:

A. On April 13, 2023, the Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment (the "Amendment") to the Corporation's Twenty Fourth Amended and Restated Certificate of Incorporation (the "Certificate").

B. Article IV of the Certificate is hereby amended by adding the following paragraph:

**"3. Reverse Stock Split.**

As of the close of business on April 18, 2023, (4:01 p.m. Eastern Standard Time) (the "Effective Time"), each 10 shares of Common Stock issued and outstanding immediately prior to the Effective Time (referred to in this paragraph as the "Old Common Stock") automatically and without any action on the part of the Corporation or any holder thereof will be reclassified and changed into one share of new Common Stock, par value \$0.0001 per share (referred to in this paragraph as the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). Each holder of a certificate or certificates that immediately prior to the Effective Time represented outstanding shares of Old Common Stock (the "Old Certificates") holding any amount of fractional shares of New Common Stock resulting from the Reverse Stock Split shall have their total amount of New Common Stock rounded up to the next whole number of shares of New Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock into which such shares of Old Common Stock shall have been reclassified plus the fraction, if any, of a share of New Common Stock issued as aforesaid. No certificates or scrips representing fractional share interests in New Common Stock will be issued.

C. This Amendment to the Certificate has been duly approved and adopted by the written consent of a majority of the stockholders of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 and Section 242 of the DGCL.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, to be signed by a duly authorized officer of the Corporation on this 17<sup>th</sup> day of April.

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