

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 11, 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:

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 11, 2023, 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.

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

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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 11, 2023

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

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Applying the Science of Networking

Enabling Cybersafe, Rapid Deployment Networking for All IoT “Things” and Locations

Investor Presentation September 2023

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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.

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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Actelis At a Glance

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

>300

Customers

*Cities, Rail,
Roads, Military*

>\$31M

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

In over 30 countries

30+

Global Patents

*+More on-going
new applications*

31%

**Year-Over-Year
Sales to IoT
customers growth**

2022 Vs. 2021

47%

**Gross Margin
2022**

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IoT Communication Market at a Glance

>\$1.8T

*Global IoT Markets In 2028
Growing Exponentially
~100 Million Cameras/y alone*

>70%

**Connectivity takes up
most of IoT budget and
time**

Gigabit

**Speed, low latency, low
cost, resilient, cyber-safe
networking needed**

Fiber

**Implementation is
slow, expensive, hard
to reach locations**

Wireless

**Is limited, not reliable,
not resilient, not cyber-
safe, costly**

Copper/Coax

**Can existing Billions of lines
extend safe, Fiber-Grade
networking overnight?**

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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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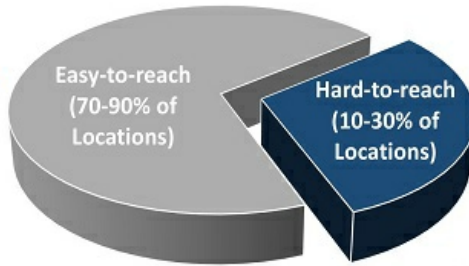
Obstacles to IoT Development – Hybrid Fiber/Copper is Key

Making the Case for Hybrid Networks (Example)

Connectivity consumes over 70% of IoT project’s budget 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)*

➔ Lay new Fiber and use Fiber switches

➔ Upgrade existing wires to Fiber-Grade service with Actelis specialized Hybrid Fiber-Copper switches

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

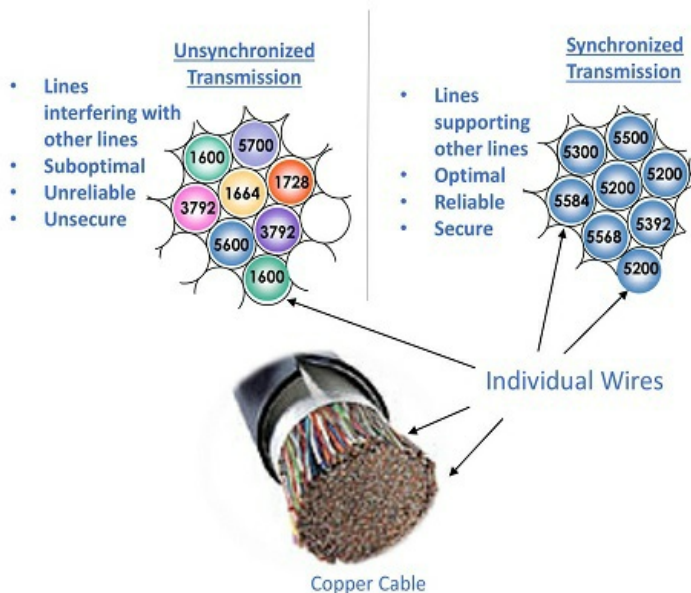
(*) – Analysis by Columbia Telecommunications Corporation

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

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MetaLIGHT Unique Signal Processing and Encoding Software

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



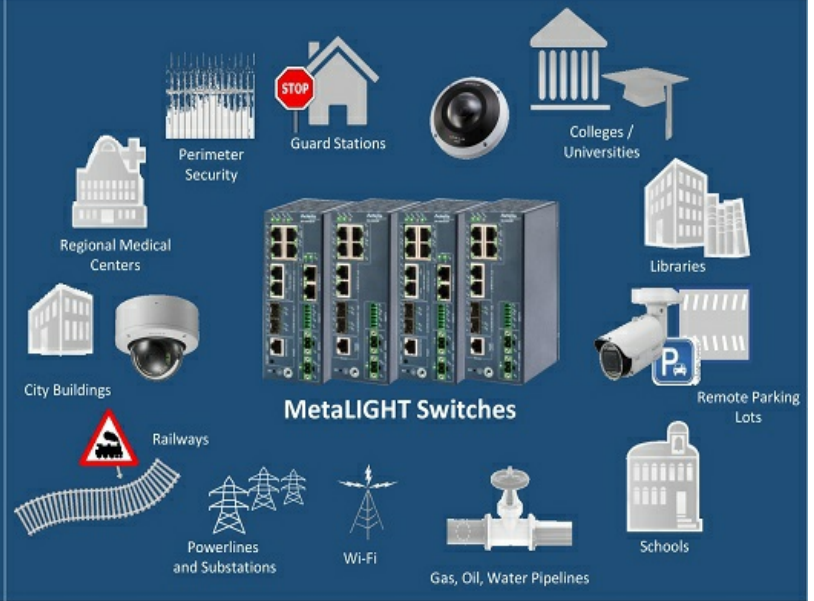
- Optimal synchronization of multi-line signals
- Elimination of interference to boost speed
- Data line coding for resilience, security ⁽¹⁾
- Multi-line scrambling for low latency, security ⁽²⁾
- 256-bit encryption of transmission ⁽³⁾
- Multi-line modulation for up to 10Gbps ⁽⁴⁾
- Spectrally compliant 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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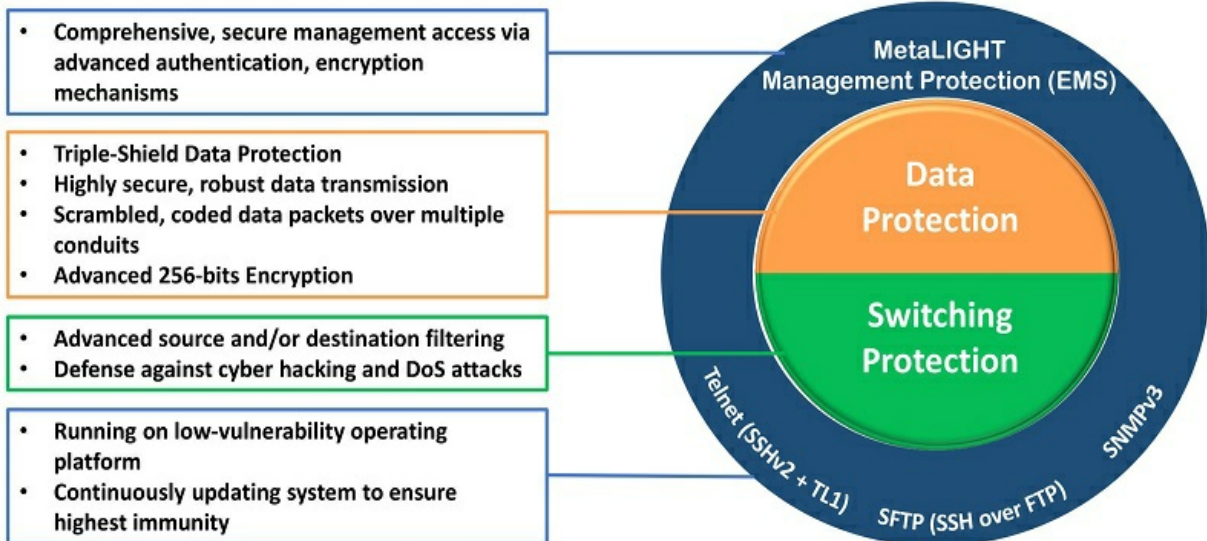
Actelis' MetaLIGHT Building Blocks Enable Seamless Hybrid Networks

- **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



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MetaLIGHT Software 360° System Level Security Approved for Deployment by US DoD



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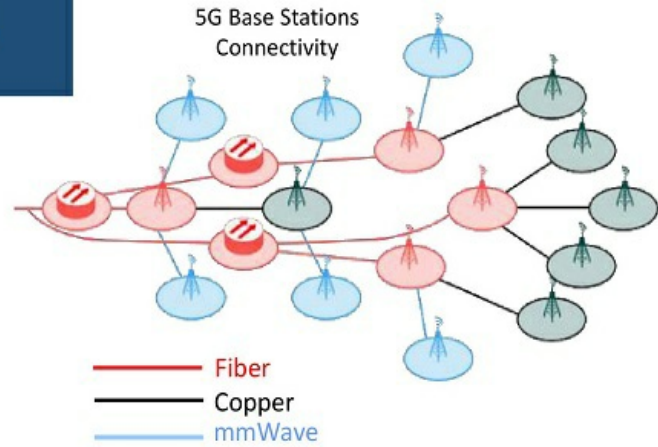
Actelis' Hybrid Networks Enable 5G in Smart Cities and on Roads

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

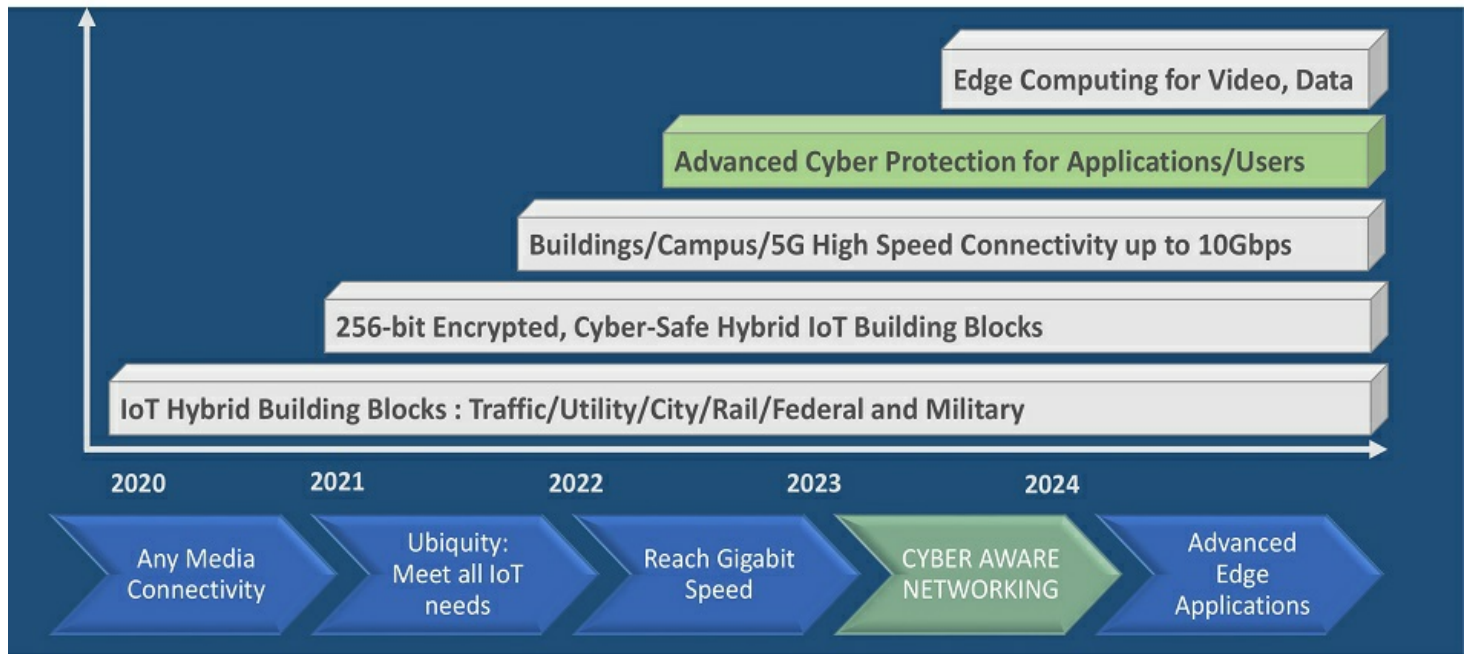


(1)– Key Market Insights

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2020-2024 Product Strategy

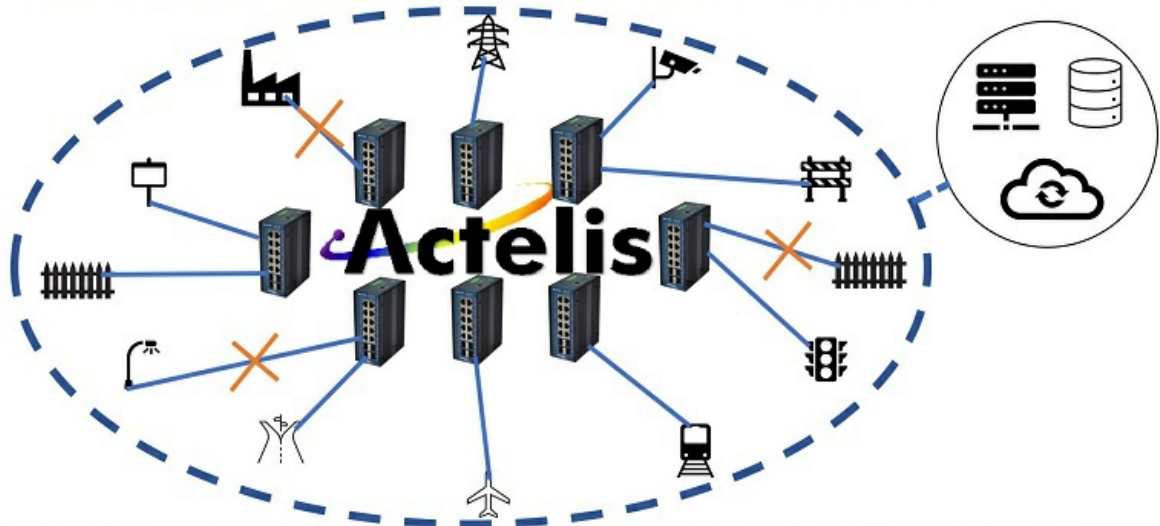
Be Everywhere, then Climb Up the Food Chain



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Cyber Aware Networking – Introducing SaaS in the Edge/Field

Going From Protecting the Network Itself To Enabling Protection of Its Surrounding IoT Elements

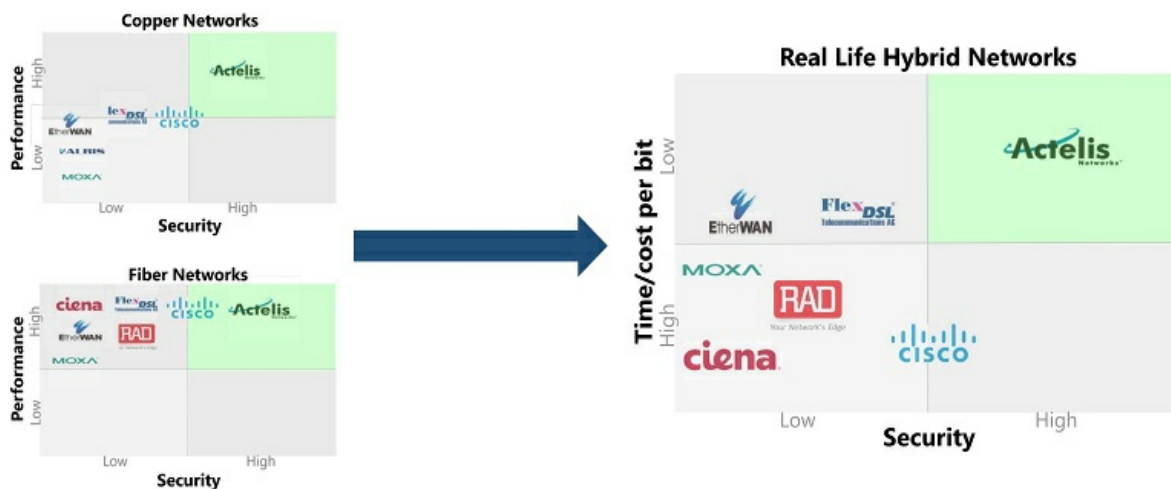


- Converging IoT Anomaly Protection with Network Operations Continuity, Enabling Safety of Both
- Edge Deployment in the Field Using Proximity to IoT Elements to Sense Anomalies Early
- Use Network Switching to Cut off Bad Actors

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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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Customers that Already Trust Actelis' Solutions

SMART GRID



SMART CAMPUS



SMART TRANSPORTATION



SMART CITY



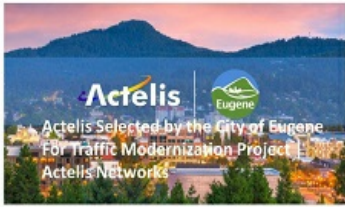
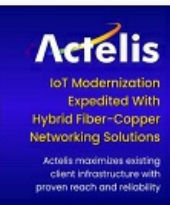
Gov, MILITARY & POLICE



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Recent News

Customer Wins



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Recent News (continued)

Product Roadmap

NEW!
 Nine High Performance 10Gbps Fiber Optic Product Series

Rapid deployment at Gigabit speeds with our new ML600DM series

Featuring 10G switching capacity, 256-bit encryption, and powerful POE

Rapid Deployment Cyber Hardened PoE up to 20W Strong Management

Instant, Gigabit, Fiber-Grade Connectivity Over Existing Wiring.

It's Not Magic. It's Actelis.

Broadband Communities SUMMIT 2023

Personnel, Business Partners

Bret Harrison Rejoins Actelis

Senior Vice President of Sales and Services - Americas

Tzachy Givaty Joins Actelis

Regional Vice President for APAC

NORSEMAN DEFENSE TECHNOLOGIES

Actelis Selects Norseman Defense Technologies As Its Latest US Government Focused Sales Partner

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COMPANY OVERVIEW

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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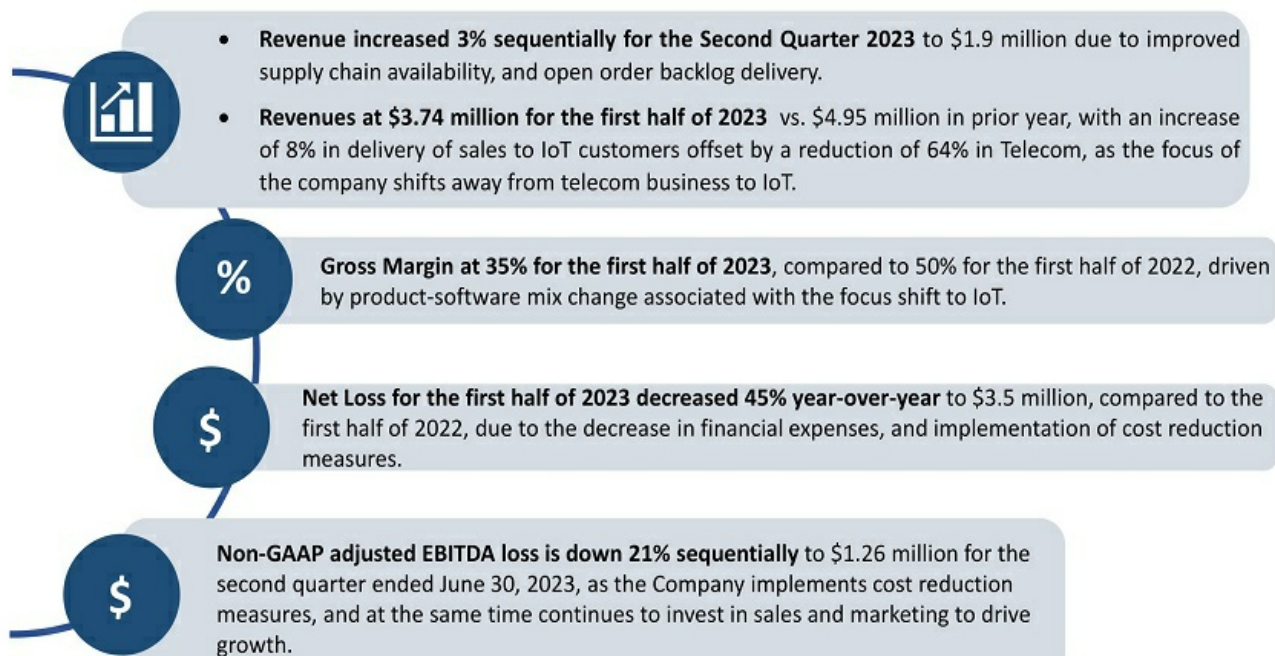
Financial Highlights – 2022



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Financial Highlights – Second Quarter and First Half of 2023



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Financial Results 2022-2023

<i>(U.S. Dollars in thousands except for Gross Margin)</i>	H1-2023	H1-2022	2022	2021
Revenues	3,744	4,949	8,831	8,545
Gross Margin	35%	50%	47%	46%
Net Loss	(3,488)	(6,293)	(10,982)	(5,251)
Adjusted EBITDA	(2,855)	(888)	(4,065)	(1,097)

75% of Revenue to IoT customers for the first half of 2023, compared to 44% in the first half of 2022.

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Contact Information

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