

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): **December 28, 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 Disclosures.**

On December 28, 2023, Actelis Networks, Inc. (the "Company") issued a press release titled "Actelis Receives Order From Major North American Rail Operator For Management Software And Services." A copy of the Company's press release containing such business update is attached hereto as Exhibit 99.1 The information set forth in the press release is incorporated by reference into this Item 7.01 of this Current Report on Form 8-K.

This Current Report on Form 8-K and Exhibit 99.1 contains 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 United States Securities and Exchange Commission (the "SEC"), including that actual events or results may differ materially from those in the forward-looking statements.

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	<a href="#">Press release dated December 28, 2023</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: December 29, 2023

ACTELIS NETWORKS, INC.

By: /s/ Yoav Efron

Name: Yoav Efron

Title: Chief Financial Officer



**Actelis Receives Order From Major North American Rail Operator For  
Management Software And Services**

**FREMONT, Calif., December 28, 2023** — Actelis Networks, Inc. (NASDAQ:ASNS) (“Actelis” or the “Company”), a market leader in cyber-hardened, rapid deployment networking solutions for IoT applications, today announced that it has received an order for management software license and services in the amount of approximately \$300,000 from a major North American rail operator. The order provides software license and software support for 3 years and grants the customer access to the latest version of Actelis’ MetaASSIST Element Management System (EMS), version 4.0.

Actelis technology is utilized by the rail industry globally to enable instantaneous fiber-grade connectivity over long distances utilizing any wireline medium, from legacy copper to new fiber. The Actelis smart rail solution supports a variety of IoT applications including providing customer information services to train stations and remote stops as well as the transport of live, high-definition video camera feeds to agencies’ network operations centers. The backbone of the solution is Actelis’ MetaASSIST software system which enables remote management, monitoring, and configuration of Actelis’ network switches deployed trackside or in control centers, as well as monitoring of 3<sup>rd</sup> party IoT devices and alarms.

Version 4.0 of MetaASSIST adds new functionality and security protocols to provide for even higher system uptime, quicker deployment of network devices, and upgraded network protection. One of the major additions in the new version is L1 Topology View which complements the Tree view which was available in previous versions. L1 Topology View allows customers to view the network topology in an easy-to-understand graphical manner for easier monitoring and better decision-making.

Version 4.0 also adds support for Actelis’ new product portfolio including its higher-end security products featuring MACsec encryption. Additional functionality has been added to support Actelis’ fiber products including additional inventory fields and more scheduled tasks.

“This new order demonstrates the trust major clients have in the Actelis solution,” said Tuvia Barlev, Chairman and CEO of Actelis. “We are excited about the opportunity to inject our software platform with new features to help our customer strengthen its overall operations and add new levels of security to its network.”

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**About Actelis Networks, Inc.**

Actelis Networks, Inc. (NASDAQ: ASNS) is a market leader in cyber-hardened, rapid-deployment networking solutions for wide-area IoT applications including federal, state and local government, ITS, military, utility, rail, telecom and campus applications. Actelis’ unique portfolio of hybrid fiber-copper, environmentally hardened aggregation switches, high density Ethernet devices, advanced management software and cyber-protection capabilities, unlocks the hidden value of essential networks, delivering safer connectivity for rapid, cost-effective deployment. For more information, please visit [www.actelis.com](http://www.actelis.com).

**Forward-looking Statements**

This press release contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are identified by the use of the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “continue,” “predict,” “potential,” “project” and similar expressions that are intended to identify forward-looking statements. All forward-looking statements speak only as of the date of this press release. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, objectives, expectations and intentions reflected in or suggested by the forward-looking statements are reasonable, we can give no assurance that these plans, objectives, expectations or intentions will be achieved. Forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from historical experience and present expectations or projections. Actual results to differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in the Company’s filings with the U.S. Securities and Exchange Commission. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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