

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): March 12, 2024

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 8.01 Other Events

Disclosure Channels to Disseminate Information

On March 12, 2024 Actelis Networks, Inc. (the “Company”) issued a press release titled “Actelis Networks and Netceed Sign Partnership Agreement to Extend Actelis’ Hybrid-Fiber Networking Solutions to Netceed’s North American Customer Base.” 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 8.01 of this Current Report on Form 8-K.

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.

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 U.S. Securities and Exchange Commission (“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 | Press release dated March 12, 2024. |
| 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.

ACTELIS NETWORKS, INC.

Dated: March 14, 2024

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

Actelis Networks and Netceed Sign Partnership Agreement to Extend Actelis' Hybrid-Fiber Networking Solutions to Netceed's North American Customer Base



FREMONT, Calif., March 12, 2024 — 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 signed a partnership agreement with Netceed, a leading value-added distributor for the telecom, traffic, and digital infrastructure industries. Through the agreement, Actelis’ cyber and weather hardened hybrid-fiber networking solutions will be promoted and available to thousands of Netceed customers in North America.

This new partnership will greatly expand Netceed’s connectivity offering to the intelligent transportation industry, where it currently supplies a wide range of products including traffic signal hardware, enclosures, and cabling products. Now Netceed customers can accelerate their technology upgrade projects by taking advantage of Actelis’ hybrid-fiber solution which expands the reach and boosts the performance of existing wiring in the network, benefitting from its cyber-hardened capabilities. Many intelligent transportation networks consist of a mix of fiber and twisted pair copper wiring and the Actelis solution is the perfect choice to manage those networks by connecting controllers, signals, cameras, and sensors, transmitting critical data to the traffic operations center.

Actelis’ robust product portfolio consists of high-density fiber-optic Gigabit switches for portions of the network where fiber has already been deployed. In locations where fiber has not yet been deployed, Actelis’ hybrid-fiber devices are used to save hundreds of thousands of dollars and many months of engineering time by utilizing the existing copper wiring.

“We are very excited to partner with Actelis to add highly flexible and proven connectivity solutions to our portfolio,” said Rob Ricks, Netceed’s Director of Traffic Business Development. “The Actelis product line fills an immediate need for customers looking to instantly and cost-effectively upgrade their intersections.”

Actelis’ management team identified Netceed as the ideal partner to help expand its reach within the intelligent transportation market. With 11 locations in the United States and over 90,000 products in its comprehensive portfolio, Netceed continues to satisfy its customers by matching them with leading manufacturers across many different verticals, value-added services, and vast expertise.

“We are very impressed by how simple Netceed makes it for customers to quickly procure the solutions they need,” said Tuvia Barlev, Chairman & CEO of Actelis. “They have made a commitment to stocking Actelis products to ensure projects can get done as quickly as possible.”

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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.

About Netceed

Netceed is a leading one-stop shop distribution partner providing products, value-added solutions, intelligent supply chain, logistics, and materials management to the telecommunications, broadband, and digital infrastructure industry. Netceed's 2,000+ employees support 19,000+ customers from more than 80 locations across 19 countries. To learn more, visit netceed.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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