

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): **May 23, 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 7.01 Regulation FD Disclosure.

On May 23, 2024, Actelis Networks, Inc. (the "Company"), issued a press release to announce that it had entered into a binding term sheet with Quality Industrial Corp, a Nevada corporation traded on the OTC under the symbol QIND ("Target"), and Ilustrato Pictures International Inc., a Nevada corporation ("Seller"), pursuant to which Actelis will acquire from Seller and additional shareholders of Target shares of Target constituting between 61% to 75% of the issued and outstanding shares of the Target's share capital. There can be no assurance that a definitive agreement will be entered into or that the proposed transaction will be consummated. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information in this Item 7.01, including Exhibit 99.1.

Cautionary Statement Concerning Forward-Looking Statements

This Current Report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. Forward-looking statements are not historical facts, and are based upon management's current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. Forward-looking statements are based on current expectations and assumptions that, while considered reasonable are inherently uncertain. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. There can be no assurance that management's expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. These and other important factors could cause actual results to differ materially from those indicated

by the forward-looking statements made in this Current Report. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management's control including general economic conditions; the outcome of any legal proceedings that may be instituted against Target, Seller or Actelis following the announcement of the term sheet; the inability to complete the term sheet; the risk that the acquisition will disrupts current plans and operations as a result of the announcement and consummation of the acquisition; the inability to recognize the anticipated benefits of the acquisition, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth, maintain relationships with customers and suppliers and retain key employees; costs related to the acquisition; the possibility that Actelis may be adversely affected by other economic, business, and/or competitive factors and other risks and uncertainties indicated from time to time. Any such forward-looking statements represent management's estimates as of the date of this Current Report. While the Company may elect to update such forward-looking statements at some point in the future, unless required by law, it disclaims any obligation to do so, even if subsequent events cause its views to change. Thus, no one should assume that the Company's silence over time means that actual events are bearing out as expressed or implied in such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this Current Report. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated May 23, 2024.
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: May 23, 2024

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

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Actelis Networks Signs Binding Term Sheet to Acquire Quality Industrial Corporation and Expand Operations in Critical Energy Industry

FREMONT, Calif., May 23, 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 the signing of a binding term sheet to acquire between 61% to 75% of the issued and outstanding shares of Quality Industrial Corporation, a Nevada corporation (“QIND”) (OTC: QIND), subject to customary terms for closing.

QIND, whose operations are based out of Dubai, United Arab Emirates (“UAE”), designs, manufactures and supplies solutions for the critical infrastructure industrial and energy sectors. Its operating business reported \$11 million in revenue and \$1.8 million in net income in 2023 and is projecting substantial growth in 2024. For the first quarter ending March 31, 2024, QIND’s revenues were approximately \$3.1 million, and its net income was approximately \$0.76 million. With expansion of its customer base, QIND is expecting substantial growth in 2024. QIND currently services nearly 40,000 customers across the UAE with 7 operating facilities and a fleet of dozens of vehicles and approximately 100 employees. They are also internationally certified, local government approved, and its customers include household names such as Emirates Airlines, Emaar, Government of Dubai, Dubai Properties, WASL Group and many others. QIND’s sister company Emergency Response Technologies Inc., who is not part of this transaction, designs, manufactures and supplies patented firefighting technologies and solutions for the public safety sector, and is expected to enable further synergies with Actelis.

Tuvia Barlev, Chairman and CEO of Actelis, stated, “We are excited to team-up with QIND as it opens for us new geographies in the UAE, Gulf Region and Africa with applications in new, critical verticals such as energy, utilities, and public safety.

Actelis’ technology is focused on innovation, enabling rapid modernization of critical infrastructure and industries, providing rapid deployment networking in a secure and cost-effective manner, and enabling smart IoT applications and sensors.

QIND and other companies in the energy sector need reliable networking, cyber protection, and smart applications to improve their business operations. Remote monitoring for quality of service and safety, automation of delivery and billing, as well as forecasting and supply-chain optimization are all areas that can be strengthened with the Actelis’ technology.

The acquisition of QIND allows Actelis to add inorganic, profitable revenue of a recurring nature while offering IoT technology to enhance the operations of QIND and its customers, resulting in smarter and more efficient operation, and enabling faster growth. As contemplated, the acquisition would result in a combined company which had on a proforma basis \$17 million in revenue in 2023 with substantial growth projected for 2024”.

John-Paul Backwell, CEO of Quality Industrial Corp., stated, “The joining of Actelis and QIND aligns with our goal of expanding our company by harnessing advanced technologies to increase business efficiencies. Actelis’ solutions can assist in reducing our operational costs through the automation of product delivery and system monitoring, thereby improving our competitiveness and accelerating the growth of our business.”.

Terms of the Transaction

At the Closing, in consideration for the purchased shares, Actelis will issue to the Sellers 19.99% of its common stock and preferred non-voting shares for the balance of the consideration. The companies are planning to close the transaction, pending regulatory requirements and due diligence, within 60 days. The preferred shares shall not be convertible to common stock prior to six months after the closing until such time as a registration statement is declared effective, whichever occurs sooner and shareholders’ approval will be obtained. The exact number of shares of the Company to be issued to the sellers will be based on a ratio of valuations of ASNS and QIND to be determined between the parties until closing.

The binding term sheet is subject to customary due diligence requirements and other covenants including but not limited to the raising of additional funding.

The Term Sheet includes a 60-day non-solicitation obligation and a break-up fee.



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 Quality Industrial Corporation:

Quality Industrial Corp. (OTC: QIND) is a Manufacturer and Service Provider for the Industrial, Oil and Gas, as well as the Utility sectors. It is involved in the design, consultation, supply, installation, and maintenance of liquefied petroleum gas (LPG) systems. The company also provides LPG cylinder distribution and bulk gas supply solutions. It serves commercial buildings, mixed use apartment complexes, shopping complexes, food courts, heavy industries, labor accommodations, catering units, commercial kitchens, and restaurants. The company was formerly known as Wikisoft Corp. and changed its name to Quality Industrial Corp. in August 2022. The company is headquartered in San Francisco, California. For more information, please visit www.qualityindustrial.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, and include statements regarding the completion of the private placement, satisfaction of the closing conditions and use of proceeds therefrom and obtaining shareholder approval. 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), including, but not limited to, market and other conditions, 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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Media Contact:

Sean Renn
Global VP Marketing & Communications
srenn@actelis.com

Investor Relations Contact:

Kirin Smith
PCG Advisory, Inc.
Ksmith@pegadvisory.com
