

Actelis Networks, Inc.  
47800 Westinghouse Drive  
Fremont, CA 94539

June 26, 2024

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Actelis Networks, Inc.  
Registration Statement on Form S-1  
Filed June 24, 2024  
File No. 333-280434**

VIA EDGAR

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Actelis Networks, Inc. (the “**Company**”) hereby respectfully requests that the effectiveness of the Registration Statement on Form S-1 (File No. 333-280434) of the Company (the “**Registration Statement**”) be accelerated so that the Company’s Registration Statement will become effective at 8:30 a.m., Eastern Time, on June 27, 2024 or as soon thereafter as may be practicable.

The undersigned respectfully requests that it be notified of the effectiveness of the Registration Statement by telephone call to our counsel, Greenberg Traurig, LLP, by calling Eyal Peled at (646) 266-4658. The Company hereby authorizes Mr. Peled to orally modify or withdraw this request for acceleration.

Very truly yours,

ACTELIS NETWORKS, INC.

By: /s/ Tuvia Barlev

Name: Tuvia Barlev

Title: Chief Executive Officer

cc: Eyal Peled (Greenberg Traurig, LLP)