

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): **June 27, 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 June 27, 2024, Actelis Networks, Inc. (the "Company") issued a press release titled "Actelis Continues to Expand International Footprint with Over \$300,000 New Order for Italian National Transportation Infrastructure Project". A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

On June 28, 2024, the Company issued a press release titled "Actelis Receives Order from Major German Municipal Utilities Company". A copy of the press release is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

This Current Report on Form 8-K and Exhibits 99.1 and 99.2 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 99.2 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.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated June 27, 2024.
99.2	Press release dated June 28, 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: June 28, 2024

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

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Actelis Continues to Expand International Footprint with Over \$300,000 New Order for Italian National Transportation Infrastructure Project

Actelis secures a \$300,000 order for hybrid-fiber networking to support a critical transportation infrastructure project, continuing its expansion in international markets and highlighting the importance of its cost-effective, scalable, and secure technology.

FREMONT, Calif., June 27, 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 received an order of over \$300,000 from its new channel partner in Italy to support a critical national transportation infrastructure project. This announcement comes on the backdrop of Actelis’ continued success in the transportation sector, including the deployment of its solutions for National Highways in the UK, the Washington D.C. Department of Transportation and more, alongside an onslaught of achievements announced in recent weeks including new orders received from three military bases and airports across the globe.

Camera, sensors and other IoT systems are essential for traffic monitoring, surveillance, and law enforcement, requiring secure, high-speed connectivity to transmit large amounts of real-time data to traffic operations centers. Actelis’ solution enables this connectivity over long distances, ensuring each camera is seamlessly integrated into the network.

A key advantage of Actelis’ technology is its ability to deliver gigabit speeds over any wireline medium, eliminating the need for expensive and time-consuming engineering and construction projects. By leveraging existing infrastructure, Actelis maximizes the use of installed fiber while enhancing the performance of existing copper to fiber-grade levels. This hybrid-fiber solution is immediately deployable and scalable, offering substantial cost savings. In addition to enabling the immediate, long reach connectivity that transportation departments need, Actelis’ solution helps protect the network with its cyber-hardened solution featuring end-to-end encryption, among other protection features. Camera systems can be susceptible to attacks, and Actelis helps minimize threats with highly secure data transmission between each camera and the traffic operations center.

“Camera, sensor, and other IoT system deployments, especially for transportation, are an ideal application for our solution,” said Tuvia Barlev, Chairman and CEO of Actelis. “While running fiber along every inch of a roadway system may be prohibitively expensive, our solution delivers fiber-grade connectivity at a fraction of the cost, utilizing existing wiring. This project exemplifies how Actelis is transforming the infrastructure landscape by providing cost-effective, rapid deployment solutions that address the critical need for secure, high-speed connectivity. As we expand our presence in international markets, our innovative approach continues to unlock value and drive growth for our partners and customers.”

Actelis’ partner in this project, a leading provider of customized communications systems in Italy, serves prominent brands across various sectors, including transportation, airports, utilities, and government networks. They selected Actelis’ cyber and temperature-hardened MetaLIGHT 684Dx (ML684Dx) networking devices for this deployment. The ML684Dx is specifically designed for hybrid networks of fiber and copper and features optional Power over Ethernet and 256-bit MACsec encryption, making it the perfect product for transportation deployments.

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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.

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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Actelis Receives Order from Major German Municipal Utilities Company

New order continues Actelis' international expansion within smart city critical infrastructure networks, highlighting the trust that leading infrastructure providers place in Actelis' cutting-edge solutions

FREMONT, Calif., June 28, 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 received an initial order, as part of a larger project, to provide a municipal utilities company in a major German city, with its advanced hybrid-fiber networking solution. The order was placed by a local partner of Actelis in Germany.

Municipal utility companies are essential for providing residents and businesses with critical services such as natural gas, electricity, and water. These services rely on a robust and secure telecommunications network to maintain optimal system performance. Actelis' hybrid-fiber network devices enable connectivity for IoT devices within these networks, such as monitoring sensors, facilitating data transport over long distances for system performance analysis.

For this project, the municipal utility company will utilize Actelis' solution to achieve gigabit speeds over existing copper or fiber infrastructure, allowing for immediate deployment without the need for new wiring. The device features strong encryption to protect the network from cyber-attacks that could disrupt energy and water distribution.

“We are proud to continue deploying our systems to make cities smarter, better equipped, and more secure around the world,” said Tuvia Barlev, Chairman and CEO of Actelis. “Utilities networks like this one need a way to quickly expand their IoT footprint, and we help them do that immediately without high engineering costs and without compromising security. The IoT industry is fast growing and will require advanced cyber protection. Whether it be airport infrastructure or smart city critical infrastructure, Actelis' technology has a critical role to play in ensuring secure and efficient operations.”

In recent years, Actelis has successfully assisted numerous companies in the German energy sector in maximizing their operations and enhancing service delivery.

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