

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): **August 19, 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 2.02 Results of Operation and Financial Condition.

On August 19, 2024, Actelis Networks, Inc. issued a press release titled "Actelis Announces Strategic Partnership to Launch AI-Powered Cybersecurity SaaS for IoT Networks". A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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 August 19, 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.

Dated: August 19, 2024

ACTELIS NETWORKS, INC.

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



Actelis Announces Strategic Partnership to Launch AI-Powered Cybersecurity SaaS for IoT Networks

New collaboration strengthens Actelis' cybersecurity offerings with an AI-powered SaaS layer for protecting IoT devices at the network edge as part of its 'Cyber Aware Networking' architecture, adding recurring software revenues from both existing and new deployments.

FREMONT, Calif., August 19, 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 a strategic partnership with an advanced cybersecurity provider to develop and deliver a novel, AI-Powered SaaS offering, under Actelis’ ‘Cyber Aware Networking’ initiative. This software, designed as an intelligence layer integrated into Actelis’ networking devices, leverages the network’s power and proximity to IoT devices to monitor and protect physical assets such as cameras, sensors, and other devices at the edge, enabling corrective actions before issues propagate throughout the network.

Actelis’ ‘Cyber Aware Networking’ enhances the security, efficiency, and operational continuity of IoT networks by providing enterprise-grade AI Asset Intelligence & Threat Management capabilities delivered directly through the network. Actelis will launch this patented AI-powered cybersecurity software into its already robust, DoD-certified networking solutions, which will enhance Actelis’ offer of comprehensive, secure, and scalable IoT connectivity solutions, particularly for critical infrastructure applications such as local and federal government networks, utility providers, intelligent transportation, and airports.

“With tens of thousands of Actelis devices deployed worldwide in critical IoT networks, data security is paramount,” said Tuvia Barlev, Chairman and CEO of Actelis. **‘By adding an additional layer of protection to our customers’ operational environments, we’re offering a powerful platform that not only detects and reports cyber-attacks and operational faults but also enables immediate, actionable responses by the communication network before these issues escalate.** This move extends our focus beyond hardening network security to include the cybersecurity of devices at the most vulnerable points—the edge of the network.”

The increasing volume of cyber attacks on IoT devices highlights the need for enhanced security measures. According to a study by the Ponemon Institute, 63% of organizations expect the volume of IoT attacks to increase significantly. Actelis’ new solution addresses these challenges by providing comprehensive visibility, monitoring, and threat detection capabilities for IoT networks.

Leveraging AI and machine learning at its core, the ‘Cyber Aware Networking’ architecture offers advanced threat detection and mitigation that is easy to deploy, quick to adapt, and scalable to large networks. This collaboration aligns with Actelis’ strategic focus on expanding its market presence in the IoT sector and demonstrates the company’s commitment to addressing the evolving cybersecurity needs of its clients through its vision of ‘Cyber Aware Networking’ and increasing its recurring software revenues. As the IoT market continues to grow, the demand for secure and resilient networking solutions becomes increasingly critical. Actelis’ integrated solution is well-positioned to meet this need, providing enhanced protection and reliability for IoT networks.



The global IoT security market is projected to reach \$306 billion by 2032^[1], driven by the increasing adoption of IoT devices and the growing number of cyber-attacks. Actelis is focusing on industries most affected by these threats, such as government, energy, and transportation sectors, paving the way for the success of this new offering. **IoT edge devices are currently lagging in protection compared to IT networks, creating a significant opportunity for Actelis.**

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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.

[1] Based on a report by Acumen Research and Consulting: <https://www.acumenresearchandconsulting.com/iot-security-market>

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