

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): September 26, 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 September 26, 2024, Actelis Networks, Inc. issued a press release titled "Actelis Networks Receives \$200,000 Order to Provide Fast Upgrade and Modernization to US Army National Guard Base Network". 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

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: September 26, 2024

ACTELIS NETWORKS, INC.

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



Actelis Networks Receives \$200,000 Order to Provide Fast Upgrade and Modernization to US Army National Guard Base Network

Actelis' cyber-hardened hybrid-fiber networking technology continues to gain momentum in the federal government and military sector, following a number of recently announced orders

FREMONT, Calif., September 26, 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 a \$200,000 order from the United States Department of Military Affairs to supply a US Army National Guard base with its cyber-hardened hybrid-fiber networking solution. Actelis continues to build on its momentum in the federal government sector, having just recently announced a significant order from a US Department of Aerial Transportation agency. This follows a \$150,000 order in July from a tier-1 military contractor to deliver the company’s advanced GigaLine 800 solution to US military bases.

Actelis was chosen for its ability to instantly deliver significantly higher bandwidth compared to the base’s legacy system, without requiring any upgrades to the existing physical cabling. By opting for Actelis’ hybrid-fiber networking solution, the base network can achieve the necessary bandwidth immediately, saving substantial time and costs on engineering and construction. Actelis’ cyber-hardened solution is uniquely positioned as the only solution of its kind listed on the Department of Defense’s Approved Products List (APL), having earned both JITC and NIST certifications for FIPS compliance. This distinction gives government agencies confidence that their networks are safeguarded by a solution rigorously tested to meet the highest cybersecurity standards protected against cyber vulnerabilities.

“Military bases are increasingly recognizing the immediate value we provide by leveraging their existing network infrastructure,” said Tuvia Barlev, Chairman and CEO of Actelis. “Bases can achieve fiber-grade connectivity for their current operations very fast, while also future-proofing their systems to accommodate additional devices and technologies—without the constraints of outdated bandwidth limitations.”

The National Guard base this order relates to supports hundreds of state and government employees, as well as housing for thousands of Army personnel. To ensure seamless and efficient on-base operations, the base required a significant network upgrade. Military facilities depend on high-speed, reliable communications for critical applications such as internet services, Voice over IP (VoIP) systems, access control, surveillance, and HVAC monitoring. With the existing network unable to meet growing bandwidth demands, the base turned to Actelis for a robust, future-ready solution.

###



About Actelis Networks, Inc.

Actelis Networks, Inc. (NASDAQ: ASNS) is a market leader in hybrid fiber-copper, cyber-hardened networking solutions for rapid deployment in wide-area IoT applications, including government, ITS, military, utility, rail, telecom, and campus networks. Actelis’ innovative portfolio offers fiber-grade performance with the flexibility and cost-efficiency of hybrid fiber-copper networks. Through its “Cyber Aware Networking” initiative, Actelis also provides AI-based cyber monitoring and protection for all edge devices, enhancing network security and resilience.

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.

###

Media Contact:

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

Investor Contact:

ARX | Capital Markets Advisors
North American Equities Desk
actelis@arxadvisory.com