

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): **December 10, 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 Disclosures.

On December 10, 2024, Actelis Networks, Inc. (the "Company") issued a press release titled "Actelis Networks Chosen By Seattle, The 'Smartest City in US' For Significant Infrastructure Modernization Project." A copy of the Company's press release containing such business update is attached hereto as Exhibit 99.1 The information set forth in the press release is incorporated by reference into this Item 7.01 of this Current Report on Form 8-K.

This Current Report on Form 8-K and Exhibit 99.1 contains 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 United States Securities and Exchange Commission (the "SEC"), 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 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 December 10, 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.

ACTELIS NETWORKS, INC.

Dated: December 10, 2024

By: /s/ Tuvia Barlev

Name: Tuvia Barlev

Title: Chief Executive Officer



Actelis Networks Chosen By Seattle, The “Smartest City in US” For Significant Infrastructure Modernization Project

With the ITS market expected to reach \$65.33 billion by 2032, Actelis is seeing strong demand from top-ranked smart cities like Seattle, San Jose and Washington D.C as it seeks to accelerate its growth in critical infrastructure modernization

FREMONT, Calif., December 10, 2024 – Actelis Networks, Inc. (NASDAQ:ASNS) (“Actelis” or the “Company”), a market leader in cyber-hardened, rapid deployment networking solutions for IoT and broadband applications, today announced that it has secured a significant new order for the City of Seattle Department of Transportation (SDOT). This milestone further cements Actelis’ role in critical infrastructure modernization across the U.S. and globally, following recent wins in Washington, D.C., San Jose and major international cities.

Selected to upgrade and expand Seattle’s Intelligent Transportation System (ITS) as part of a key asset refresh, Actelis’ hybrid-fiber networking technology will power essential traffic management applications, including signals, cameras, congestion monitoring systems, and dynamic messaging signs. Seattle, recently named the smartest city in the U.S., has long relied on Actelis’ solutions for secure, high-speed connectivity, underscoring the city’s confidence in Actelis’ ability to deliver innovative, cost-effective infrastructure.

“This milestone order from Seattle reflects the growing demand for Actelis’ solutions as cities prioritize smarter, more connected infrastructure,” said Tuvia Barlev, Chairman and CEO of Actelis. “From Washington, D.C., San Jose to Seattle and many more in the US, as well as key municipalities in Germany, forward-thinking cities across the globe are turning to Actelis to modernize critical systems, as we’ve recently reported. These successes highlight our momentum in the infrastructure and ITS sectors, as cities and road authorities recognize the value of our technology in accelerating smart transportation networks, enhancing urban mobility, and delivering safer, more sustainable environments for millions of residents.”

Actelis’ presence in the ITS and smart city infrastructure sectors comes at a pivotal time, as cities worldwide ramp up modernization budgets. Recent reports indicate 66% of U.S. cities are currently investing in smart city technologies, with the global ITS market projected to reach \$65.33 billion by 2032 and the broader smart city market expected to grow to \$165.8 billion by 2028. Actelis’ solutions empower cities to efficiently modernize infrastructure, meeting the rising demand for secure, cost-effective connectivity driven by these investments.

Actelis’ hybrid-fiber technology provides secure, high-speed connectivity by upgrading existing infrastructure, enabling rapid deployment of modernized networks. These solutions support IoT-driven urban planning while minimizing costs and time associated with traditional cabling. In Seattle, Actelis’ technology facilitates real-time data transmission from traffic cameras, signals, and congestion monitoring systems to the city’s Traffic Operations Center, enabling efficient traffic management and safer roadways.

This order was facilitated by Actelis’ Washington State-based reseller partner, Western Systems, a leader in advanced traffic management solutions. Western Systems has been instrumental in introducing Actelis’ technology to innovative cities across the region, helping accelerate the company’s expansion in ITS and government infrastructure markets.

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.

###

Contact:

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