

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): **February 1, 2025**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers, Compensatory Arrangements of Certain Officers.

Retirement of Directors

Effective February 1, 2025, Joseph Moscovitz retired as a director of Actelis Networks, Inc. (the "Company"). Mr. Moscovitz informed the Company that his departure was not the result of any disagreements on any matter related to the Company's operations, policies or practices.

Appointment of Director

Effective as of February 1, 2025, the Board appointed Mr. Niel Ransom as a Class I director of the Company until the Company's 2026 annual shareholders meeting, and as a member of each of the audit, nominations and corporate governance committees of the Company's board of directors. Mr. Ransom will chair the corporate governance committee. The board of directors has determined that Mr. Ransom is "independent" under applicable Nasdaq listing standards and applicable SEC rules. No family relationship exists between Mr. Ransom and any of the Company's directors or executive officers. There are no arrangements or understandings between Mr. Ransom and any other person pursuant to which Mr. Ransom was selected as a director of the Company, nor are there any transactions to which the Company is or was a participant and in which Mr. Ransom had or will have a direct or indirect material interest subject to disclosure under Item 404(a) of Regulation S-K.

Dr. Ransom, age 75, is a seasoned professional with five decades of experience in the communications, networking, and venture capital. From 2018 to 2024, he was a Partner at Celesta Capital, a venture capital firm investing in and directing deep-tech startups. He served as a director of Radisys Corp (NASDAQ: RSYS) between August 2010 and June 2018, of Cyan, Inc (NYSE: CYNI) from June 2009 and August 2015, of AppliedMicro (NASDAQ: AMCC) from July 2006 to August 2009, and of ECI Telecom (NASDAQ: ECIL) from June 2006 to September 2007. Mr. Ransom was a principal of Ransomshire Associates, Inc., an advisory firm he founded in 2005. He previously served as Chairman of Saguna Networks, a provider of MobileEdge computing solutions, and Chairman of Teknovus, a provider of fiber-to-the-home semiconductors. He served on the board of directors of Kbro (CATV service provider in Taiwan), CoreOptics (optical networking modules), Turin Networks (carrier ethernet equipment), Overture Networks (Broadband service optimization solutions), DesignArt Networks (semiconductors for mobile base stations), Capella Photonics (wavelength selective switch), OPNT (optical positioning navigation and timing), and Polatis (fiber switching systems). Previously, as worldwide Chief Technology Officer of Alcatel (telecommunications equipment

provider) and a member of its Executive Committee, he was responsible for research, corporate strategy, intellectual property and R&D investment. Prior to that, he directed Alcatel's access and metro optical business in North America. Earlier in his career, he directed the Advanced Technology Systems Center at BellSouth and various development and applied research organizations in voice and data switching at Bell Laboratories. He holds a Ph.D. in electrical engineering from the University of Notre Dame, BSEE and MSEE degrees from Old Dominion University, and an MBA from the University of Chicago.

For his services as an independent director of the Company, Mr. Ransom is entitled to an annual cash retainer of \$10,000 for his service on our board of directors and an annual cash retainer of \$2,000 for his or her service on a committee of our board of directors. In addition, for his position as a chairperson of the audit committee, Mr. Ransom will receive an additional \$5,000 annually.

On February 4, 2025, the Company issued a press release announcing Mr. Ransom's appointment to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press Release, dated February 4, 2025
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: February 4, 2025

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



Actelis Networks Appoints Industry Veteran Niel Ransom to Board of Directors, Enhancing Leadership in Secure Networking and Critical Infrastructure

Niel Ransom, a leader in networking, cybersecurity, and networking technology, joins Actelis as the company continues to strengthen its position in secure, high-performance networking for critical infrastructure, government, and intelligent transportation systems (ITS)

FREMONT, Calif., February 04, 2025 – 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 the appointment of Dr. Niel Ransom, an industry veteran in networking, cybersecurity, and deep-tech investments, to its Board of Directors, effective immediately.

Dr. Ransom is an industry luminary with nearly five decades of experience in networking and communications technology. He began his career at Bell Labs, contributing to industry-first innovations in applied research and product development. He later held pivotal leadership roles, including directing the Advanced Technology Center at BellSouth and serving as Corporate CTO of Alcatel, where he led global R&D investments and M&A strategy. He has served on the boards of multiple publicly listed companies, including ECI Telecom, Applied Micro, Cyan, and Radisys, as well as ten private technology firms, two of which he chaired. Most recently, he was a Partner at Celesta Capital, investing in and advising deep-tech startups.

His experience extends to optical networking, mobile edge computing, and broadband access solutions, making him an invaluable addition as Actelis continues expanding its leadership in cybersecurity-driven networking for critical infrastructure, government, and intelligent transportation systems (ITS). Dr. Ransom holds a Ph.D. in Electrical Engineering from the University of Notre Dame and an MBA from the University of Chicago.

Ransom’s appointment follows the retirement of Joseph (Yossi) Moscovitz from the Actelis Board, effective February 1, 2025. The Company thanks Moscovitz for his contributions and leadership during his tenure.

“I am excited to join Actelis at this critical juncture,” said Dr. Niel Ransom. “With the increasing demand for secure, high-speed networking solutions, Actelis is uniquely positioned to address key challenges in cybersecurity, edge networking, and critical infrastructure. I look forward to working with the team to accelerate growth and innovation.”

“We are thrilled to welcome Niel to the Actelis Board,” said Tuvia Barlev, Chairman and CEO of Actelis Networks. “His strategic vision and deep knowledge of communications, network security, and emerging technologies will be instrumental as strengthen our leadership in cyber-hardened hybrid-fiber networking solutions and cyber aware networking. We also want to thank Yossi Moscovitz for his valuable contributions to Actelis and his dedication to the company during his tenure.”

Dr. Niel Ransom’s detailed bio is available in the Company’s latest filings with the Securities and Exchange Commission (SEC) on form 8-K, at <http://www.sec.gov>.

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

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