

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): **March 3, 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 No.)

4039 Clipper Court, Fremont, CA

(Address of Principal Executive Offices)

94538

(Zip Code)

Registrant's telephone number, including area code: **(510) 545-1045**

(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:

- 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.

On March 3, 2025, Actelis Network Inc. (the "Company") filed a prospectus supplement dated March 3, 2025, with the Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act") pursuant to which the Company increased the aggregate offering price of the Company's common stock, par value \$0.0001 per share (the "Common Stock") that it may offer and sell pursuant to the At-the-Market Offering Agreement (the "Offering Agreement") that the Company entered into with H.C. Wainwright & Co., LLC on September 25, 2024 to up to an additional \$1.3 million.

The offer and sale of the Common Stock will be made pursuant to a shelf registration statement on Form S-3 and the related prospectus (File No. 333-282199) filed by the Company with the SEC on September 18, 2024, and declared effective by the SEC on September 25, 2024, as supplemented by a prospectus supplement dated September 25, 2024, filed with the SEC pursuant to Rule 424(b) under the Securities Act, as further supplemented by prospectus supplement March 3, 2025, filed with the SEC pursuant to Rule 424(b) under the Securities Act (the "Current Prospectus Supplement").

A copy of the legal opinion as to the legality of the sales of shares of Common Stock issuable under the Offering Agreement and covered by the Current Prospectus Supplement is filed as Exhibit 5.1 attached hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
5.1	Opinion of Greenberg Traurig, LLP
23.1	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1 hereto)
104	Cover Page Interactive Data File (embedded within the Inline XBRL documents)

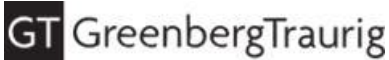
SIGNATURE

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.

March 4, 2025

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



March 4, 2025

Actelis Networks, Inc.
4039 Clipper Court
Fremont, California 94538

Re: Actelis Networks, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Actelis Networks, Inc., a Delaware corporation (the "Company"), in connection with the sale from time to time by the Company pursuant to the At the Market Offering Agreement executed by the Company and H.C. Wainwright & Co., LLC on September 25, 2024 (the "Offering Agreement"), of shares of the Company's common stock, par value \$0.0001 per share ("Common Stock"), having an aggregate offering price of up to \$1,300,000 (the "ATM Shares"). The ATM Shares will be issued pursuant to a registration statement on Form S-3 (Registration No. 333-282199), filed by the Company with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), the base prospectus contained therein, and the prospectus supplement dated September 25, 2024 filed with the SEC pursuant to Rule 424(b) under the Securities Act (the "Prior Prospectus Supplement"), and a prospectus supplement dated March 3, 2025, filed with the SEC pursuant to Rule 424(b) of the Securities Act (together with the Prior Prospectus Supplement and the base prospectus, the "Prospectus").

In rendering our opinions set forth below, we have reviewed the Registration Statement and the Prospectus and the exhibits thereto. We have also reviewed such corporate documents and records of the Company, such certificates of public officials and officers of the Company and such other matters as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; and (iv) the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based upon, subject to and limited by the foregoing, we are of the opinion that, as of the date hereof, when the ATM Shares have been issued and sold in accordance with the Offering Agreement, and as described in the Registration Statement and Prospectus, the ATM Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to liability where such indemnification or contribution is contrary to public policy. We express no opinion concerning the enforceability of any waiver of rights or defenses with respect to stay, extension or usury laws.

We express no opinion as to the applicability of, compliance with or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware and, to the extent relevant to the opinions expressed herein, the laws of the State of New York.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm therein and in the Prospectus under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

This opinion speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion that might affect the opinions expressed therein.

Very truly yours,

/s/ Greenberg Traurig, LLP
Greenberg Traurig, LLP
