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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001141284

Name of Issuer

ACTELIS NETWORKS INC

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

ACTELIS NETWORKS INC

Street Address 1

4039 CLIPPER COURT

Street Address 2

City

FREMONT

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Phone Number of Issuer

(510) 545-1045

3. Related Persons

Last Name

Barlev

First Name

Tuvia

Middle Name

Street Address 1

Actelis Networks, Inc.

Street Address 2

4039 Clipper Court

City

Fremont

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Efron

First Name

Yoav

Middle Name

Street Address 1

Actelis Networks, Inc.

Street Address 2

4039 Clipper Court

City

Fremont

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Altit

First Name

Yaron

Middle Name

Street Address 1

Actelis Networks, Inc.

Street Address 2

4039 Clipper Court

City

Fremont

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Aharon	Eyal	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Domanovitz	Elad	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Winkler-Solomon	Michal	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kabir	Hemi	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Harrison	Bret	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kunstler	Julie	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode
Fremont	CALIFORNIA	94538
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Marks	Gideon	
Street Address 1	Street Address 2	
Actelis Networks, Inc.	4039 Clipper Court	
City	State/Province/Country	ZIP/PostalCode

Fremont

CALIFORNIA

94538

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Ransom

First Name

Niel

Middle Name

Street Address 1

Actelis Networks, Inc.

Street Address 2

4039 Clipper Court

City

Fremont

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input checked="" type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐ Investment Company Act Section 3(c)

☐ Section 3(c)(1)

☐ Section 3(c)(9)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))

☐ Rule 504 (b)(1)(i)

☐ Rule 504 (b)(1)(ii)

☐ Rule 504 (b)(1)(iii)

☒ Rule 506(b)

☐ Rule 506(c)

☐ Securities Act Section 4(a)(5)

☐ Section 3(c)(2)

☐ Section 3(c)(10)

☐ Section 3(c)(3)

☐ Section 3(c)(11)

☐ Section 3(c)(4)

☐ Section 3(c)(12)

☐ Section 3(c)(5)

☐ Section 3(c)(13)

☐ Section 3(c)(6)

☐ Section 3(c)(14)

☐ Section 3(c)(7)

7. Type of Filing

☒ New Notice Date of First Sale [2025-06-30](#) ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

☒ Equity

☐ Debt

☒ Option, Warrant or Other Right to Acquire Another Security

☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

☐ Pooled Investment Fund Interests

☐ Tenant-in-Common Securities

☐ Mineral Property Securities

☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$[0](#) USD

12. Sales Compensation

Recipient

[H.C. Wainwright & Co., LLC](#)

(Associated) Broker or Dealer ☒ None

[None](#)

Street Address 1

[430 Park Avenue](#)

City

[NY](#)

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

[CALIFORNIA](#)
[FLORIDA](#)
[ILLINOIS](#)
[NEW JERSEY](#)
[NEW YORK](#)
[UTAH](#)

Recipient CRD Number ☐ None

[000000375](#)

(Associated) Broker or Dealer CRD Number ☒ None

[None](#)

Street Address 2

[4th Floor](#)

State/Province/Country

[NEW YORK](#)

ZIP/Postal Code

[10022](#)

☒ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$1,000,002 USD or ☐ Indefinite
Total Amount Sold \$1,000,002 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The securities were issued in an offering of 1,626,019 shares of common stock, 1,626,019 series A-3 warrants and 3,252,038 series A-4 warrants, each to purchase common stock at a combined purchase price of \$0.615 per share and series warrants.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$70,000 USD ☐ Estimate
Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

HCW also received a cash fee of \$35,000 for non-accountable expenses, a management fee equal to 1.0% of the proceeds of the offering and 113,821 unregistered warrants to purchase common stock.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

The Company intends to use the net proceeds from the Offering for general corporate purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ACTELIS NETWORKS INC	/s/ Yoav Efron	Yoav Efron	Chief Financial Officer and Deputy Chief Executive Officer	2025-07-07

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.