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The reader should not assume that the information is accurate and complete.

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

c/o 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

c/o 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

c/o 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	
c/o 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	First Name	Middle Name
Domanovitz	Elad	
Street Address 1	Street Address 2	
c/o 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	First Name	Middle Name
Winkler-Solomon	Michal	
Street Address 1	Street Address 2	
c/o 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	First Name	Middle Name
Kabir	Hemi	
Street Address 1	Street Address 2	
c/o 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	First Name	Middle Name
Harrison	Bret	
Street Address 1	Street Address 2	
c/o 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	First Name	Middle Name
DeVol	Mark	
Street Address 1	Street Address 2	
c/o 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	First Name	Middle Name
Kunstler	Julie	
Street Address 1	Street Address 2	

c/o Actelis Networks, Inc.

City

Fremont

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

4039 Clipper Court

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94538

Clarification of Response (if Necessary):

Last Name

Marks

Street Address 1

c/o Actelis Networks, Inc.

City

Fremont

First Name

Gideon

Street Address 2

4039 Clipper Court

State/Province/Country

CALIFORNIA

Middle Name

ZIP/PostalCode

94538

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Ransom

Street Address 1

c/o Actelis Networks, Inc.

City

Fremont

First Name

Niel

Street Address 2

4039 Clipper Court

State/Province/Country

CALIFORNIA

Middle Name

ZIP/PostalCode

94538

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?

☐ Yes

☐ No

☐ Other Banking & Financial Services

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☒ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☒ Decline to Disclose
☐ Not Applicable

☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

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

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☐ Investment Company Act Section 3(c)	
☐ Rule 504 (b)(1)(i)	☐ Section 3(c)(1)	☐ Section 3(c)(9)
☐ Rule 504 (b)(1)(ii)	☐ Section 3(c)(2)	☐ Section 3(c)(10)
☐ Rule 504 (b)(1)(iii)	☐ Section 3(c)(3)	☐ Section 3(c)(11)
☒ Rule 506(b)	☐ Section 3(c)(4)	☐ Section 3(c)(12)
☐ Rule 506(c)	☐ Section 3(c)(5)	☐ Section 3(c)(13)
☐ Securities Act Section 4(a)(5)	☐ Section 3(c)(6)	☐ Section 3(c)(14)
	☐ Section 3(c)(7)	

7. Type of Filing

☒ New Notice Date of First Sale 2025-09-03 ☐ 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	☐ Pooled Investment Fund Interests
☐ Debt	☐ Tenant-in-Common Securities
☒ Option, Warrant or Other Right to Acquire Another Security	☐ Mineral Property Securities
☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	☐ 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	Recipient CRD Number	
H.C. Wainwright & Co., LLC	000000375	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number ☒ None	
None	None	
Street Address 1	Street Address 2	
430 Park Avenue	3rd Floor	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States ☐ All States	☐ Foreign/non-US	
☒ NEW YORK		

Recipient

Recipient CRD Number ☐ None

Rodman & Renshaw, LLC

000281264

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

Street Address 2

600 Lexington Avenue

32nd Floor

City

State/Province/Country

ZIP/Postal Code

NEW YORK

NEW YORK

10022

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

☐ Foreign/non-US

NEW YORK

13. Offering and Sales Amounts

Total Offering Amount \$2,508,207 USD or ☐ Indefinite

Total Amount Sold \$2,508,207 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Form D covers new warrants issued 9/3/25: investor warrants (6,405,296 at \$0.37/share) and agent warrants (298,914 at \$0.4625/share). Excludes exercise of warrants issued 2023 and 2024. Total offering amount equals exercise price of new 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:

1

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 \$126,397 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

7% cash fee + 1% mgmt. fee to HCW/Rodman on warrant exercise proceeds. In addition, \$25,000 for non-accountable expenses. HCW/Rodman agent warrants included in Item 13.

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):

Actelis Networks Inc. expects to use any proceeds from the future exercise of the new warrants for general corporate purposes. No proceeds are expected to be paid to executive officers, directors, or promoters.

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 Executive Officer	2025-09-15

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.