

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): October 28, 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	The Nasdaq Stock Market LLC

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 October 28, 2025, Actelis Networks, Inc. (the “Company”) received a listing decision from The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that the Nasdaq Hearings Panel (the “Hearings Panel”) determined that the Company evidenced compliance with the stockholders’ equity requirement set forth in Nasdaq Listing Rule 5550(b)(1).

The Panel also granted the Company’s request for continued listing on The Nasdaq Capital Market, pursuant to an extension through December 5, 2025, to regain compliance with the bid price requirement set forth in Nasdaq Listing Rule 5550(a)(1). In order to evidence compliance with the bid price requirement, the Company must evidence a closing bid price of at least \$1.00 per share for a minimum of 10, but generally not more than 20, consecutive business days. The Company has scheduled a special meeting of shareholders for November 7, 2025, at which it will seek shareholder approval for the implementation of a reverse stock split in an effort to regain compliance with the bid price requirement by December 5, 2025.

The Company will remain subject to a one-year discretionary Panel Monitor through October 28, 2026. If during that period the Company fails to satisfy any of the criteria for continued listing on The Nasdaq Capital Market set forth in Nasdaq Listing Rule 5550, the Staff may not grant the Company additional time to regain compliance with respect to a deficiency nor will the Company be afforded a cure period under Nasdaq Listing Rule 5810(c)(3). Rather, Nasdaq will issue a delist determination, which the Company may address by requesting a new hearing before the Panel.

On October 31, 2025, the Company issued a press release announcing that that it had regained compliance with the equity requirement and that the Panel decided to grant the Company additional time to regain compliance with the bid price requirement. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press release dated October 31, 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: October 31, 2025

By: /s/ Tuvia Barlev

Name: Tuvia Barlev

Title: Chief Executive Officer



Actelis Receives Notice from Nasdaq Confirming Compliance with Stockholders Equity Requirement

FREMONT, Calif, Oct. 31, 2025 (GLOBE NEWSWIRE) -- 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 on October 28, 2025, the Company received formal notice from The Nasdaq Stock Market LLC ("Nasdaq") that the Company has evidenced compliance with the stockholders' equity requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(b)(1).

Nasdaq also notified the Company that the Nasdaq Hearings Panel (the "Panel") granted the Company's request for an extension to demonstrate compliance with the \$1.00 bid price requirement set forth in Nasdaq Listing Rule 5550(a)(1), through December 5, 2025. The Company has scheduled a special meeting of shareholders on November 7, 2025, at which it will seek shareholder approval for the implementation of a reverse stock split to timely regain compliance with the bid price requirement.

"We are pleased to have received this update from Nasdaq confirming that we have regained compliance with Nasdaq's equity standard," said Tuvia Barlev, Chairman and CEO of Actelis Networks. "With momentum across key sectors - including government, defense, ITS, and MDUs, we remain confident in our ability to sustain compliance with Nasdaq's equity requirement and to regain compliance with the Nasdaq bid price requirement in the near term, and are focused on delivering sustained value to our shareholders."

Nasdaq also informed the Company that, assuming the Company regains compliance with the bid price requirement by December 5, 2025, the Company will remain subject to a Panel Monitor for a period of one year, through October 28, 2026. If, within that period, the Company fails to satisfy any of the criteria for continued listing on The Nasdaq Capital Market set forth in Nasdaq Listing Rule 5550, Nasdaq will issue a delist determination, which the Company may address by requesting a new hearing before the Panel.

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, including but not limited to, our ability to regain and maintain compliance with continued listing requirements of the Nasdaq Capital Market. 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. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Contact:

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