

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): December 15, 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)

710 Lakeway Drive, Suite 200, Sunnyvale, CA 94805

(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 7.01 Regulation FD Disclosure.

On December 15, 2025, Actelis Networks, Inc. (the “Company”) posted to its website a corporate presentation that it intends to use in conferences and meetings with investors, shareholders and analysts. A copy of the presentation is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under this Item 7.01 of this Current Report on Form 8-K and the exhibits attached hereto are deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information and exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

This Current Report on Form 8-K and Exhibit 99.1 hereto contain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other reports of the Company filed with the Securities and Exchange Commission, including that actual events or results may differ materially from those in the forward-looking statements.

Item 8.01 Other Events***Disclosure Channels to Disseminate Information***

Investors and others should note that the Company may announce material information about its finances, product development and other matters to its investors using its website (<https://actelis.com/>) in addition to SEC filings, press releases, public conference calls and webcasts. The Company uses these channels to communicate with the Company’s shareholders and the public about the Company and other issues. It is possible that the information the Company posts on these channels could be deemed to be material information. Therefore, the Company encourages investors, the media, and others interested in the Company to review the information it posts on the Company’s website (referenced above) in addition to following its press releases, SEC filings, public conference calls, and webcasts.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Actelis Networks, Inc. Investor Presentation
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: December 15, 2025

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



**Connecting AI To The Edge, Modernizing
Defense, Industrial and Residential Applications**



Company Update

December 2025



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Disclaimer

This Presentation is not an Offer or a Representation

This Presentation does not constitute an offer, or a solicitation of an offer, to buy or sell any securities, investment or other specific product, or a solicitation of any vote or approval, nor shall there be any sale of securities, investment or other specific product in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The information contained herein does not purport to be all-inclusive and Actelis nor any of its subsidiaries, stockholders, affiliates, representatives, control persons, partners, members, managers, directors, officers, employees, advisers or agents make any representation or warranty, express or implied, as to the accuracy, completeness or reliability of the information contained in this Presentation. You should consult with your own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein, and, by accepting this Presentation, you confirm that you are not relying solely upon the information contained herein to make any investment decision. The recipient shall not rely upon any statement, representation or warranty made by any other person, firm or corporation in making any investment decision. To the fullest extent permitted by law, in no circumstances will the Company or any of its subsidiaries, stockholders, affiliates, representatives, control persons, partners, members, managers, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. The general explanations included in this Presentation cannot address, and are not intended to address, your specific investment objectives, financial situations or financial needs. Nothing in this Presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved.

Financial Information and Use of Non-GAAP Financial Measures

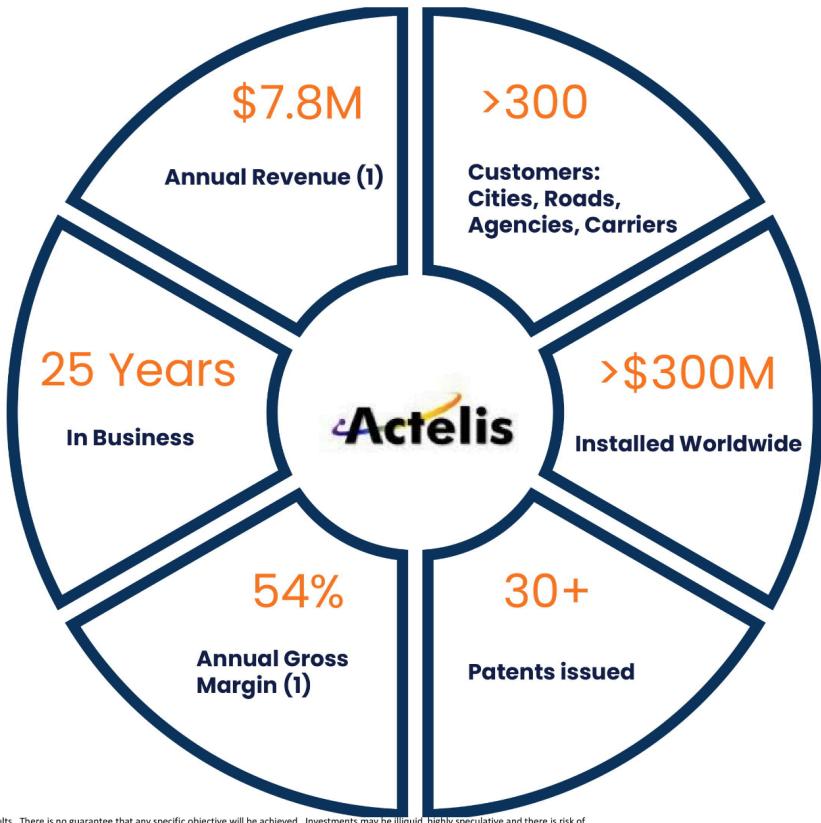
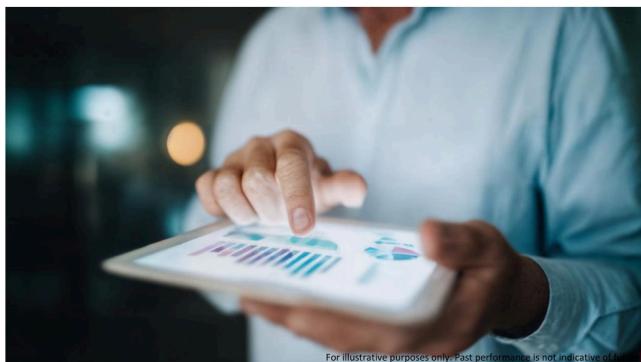
The financial information contained in this Presentation has been taken from or prepared based on our historical financial statements for the periods presented. This presentation includes certain non-GAAP financial measures. These non-GAAP measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to their nearest GAAP equivalent or any other performance measures derived in accordance with GAAP. We believe that these non-GAAP measures of financial results provide useful supplemental information to investors about Actelis. Our management uses forward-looking non-GAAP measures to evaluate our projected financials and operating performance. However, there are a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents. In addition, other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore, our non-GAAP measures may not be directly comparable to similarly titled measures of other companies. Additionally, to the extent that forward-looking non-GAAP financial measures are provided, they are presented on a non-GAAP basis without reconciliations of such forward looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

FORWARD LOOKING STATEMENTS

This Presentation contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as "may," "should," "expects," "anticipates," "contemplates," "estimates," "believes," "plans," "projected," "predicts," "potential," or "hopes" or the negative of these or similar terms. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under the heading "Risk Factors" and elsewhere in the final prospectus, dated May 16, 2022 that we have filed with the U.S. Securities and Exchange Commission in connection with our initial public offering. Forward-looking statements are only predictions. The forward-looking events discussed in this Presentation and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this document and other statements made from time to time by us or our representatives might not occur. Past performance is not indicative of future results. There is no guarantee that any specific outcome will be achieved. Investments may be speculative, illiquid and there is a total risk of loss.

Past performance is not indicative of future results. There is no guarantee that any specific objective will be achieved. Investments may be illiquid, highly speculative and there is risk of the total loss of your investment. See disclosures at the beginning.

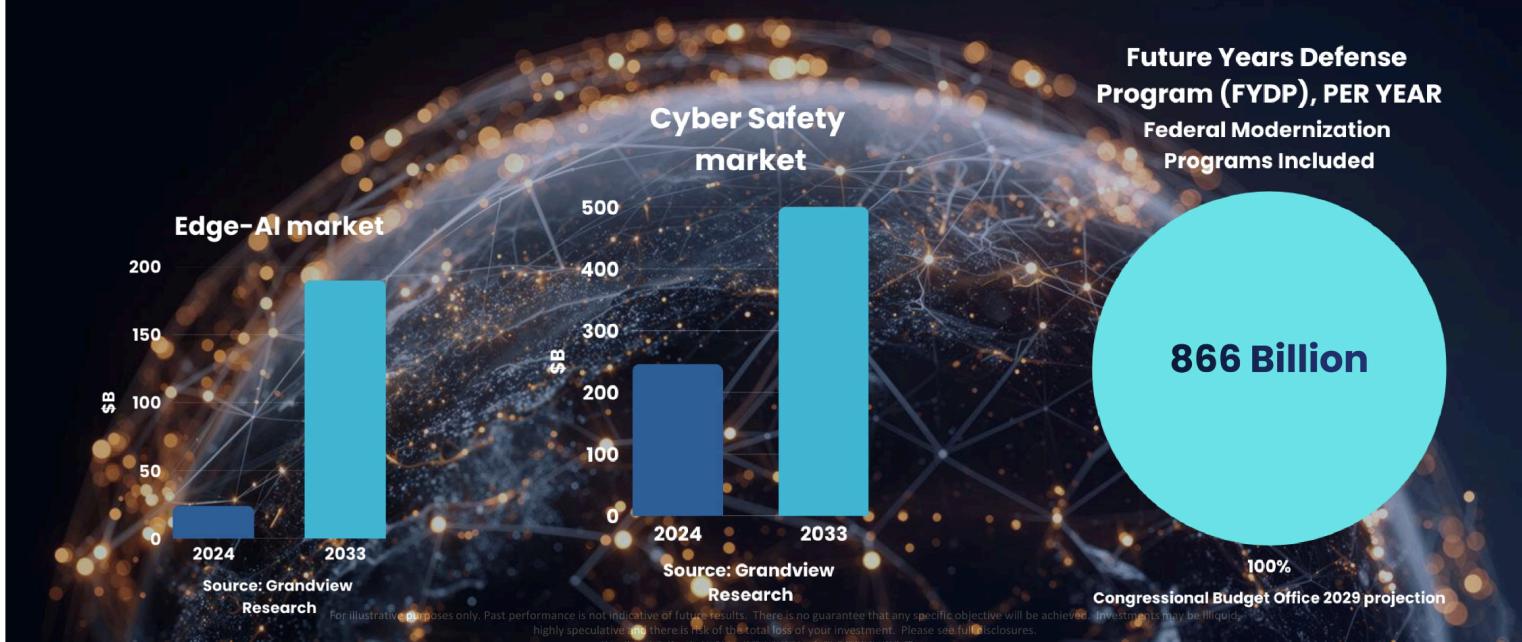
Company Brief



(1) 2024 results

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Edge-AI, Cyber-Safety, Defense Modernization Are Top Growth Domains



Macro Tailwinds

AI Automation

Growing Exponentially
Becoming Mission Critical
Moving to the Edge

Cyber Safety

Increasingly Critical
Compliance A Must
Edge is the Weak Link

Modernize Defense

Strong Geo-Political Forces
Outdated Networking
Major Security/Mission Risks
Major Budgets

Edge Networking

Safe, Reliable, Gigabit
Connectivity Required
Networking is a Big
Bottleneck

New Fiber

Deployment Extremely
Slow & Expensive

Copper, Coax

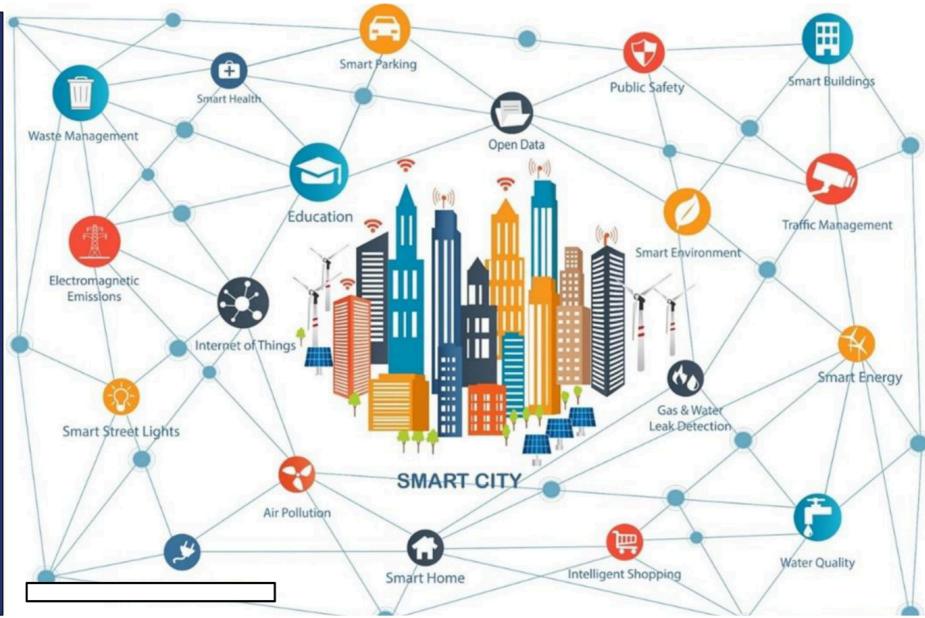
Free, Available Everywhere
Badly Underutilized
Performs Like Fiber
Instantly With Actelis

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Connectivity Modernization To Grow Exponentially

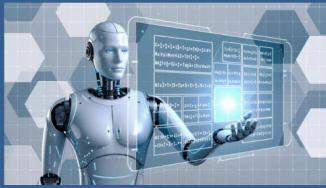
Need to Connect Securely Tens of Millions of Locations

- Billions of devices are currently connected with copper cables
Historically low speed, low reliability, not secure
- New Fiber Optic cables are being installed
Reliable, fast, but very expensive and slow to deploy
- Wireless is getting better
Not fast enough, not secure enough



Actelis: Cybersafe, Efficient Networking for the Edge

No Need For Underlying Networking Upgrades



**Resilient and
Cybersafe**



**Instant,
<20% Cost**

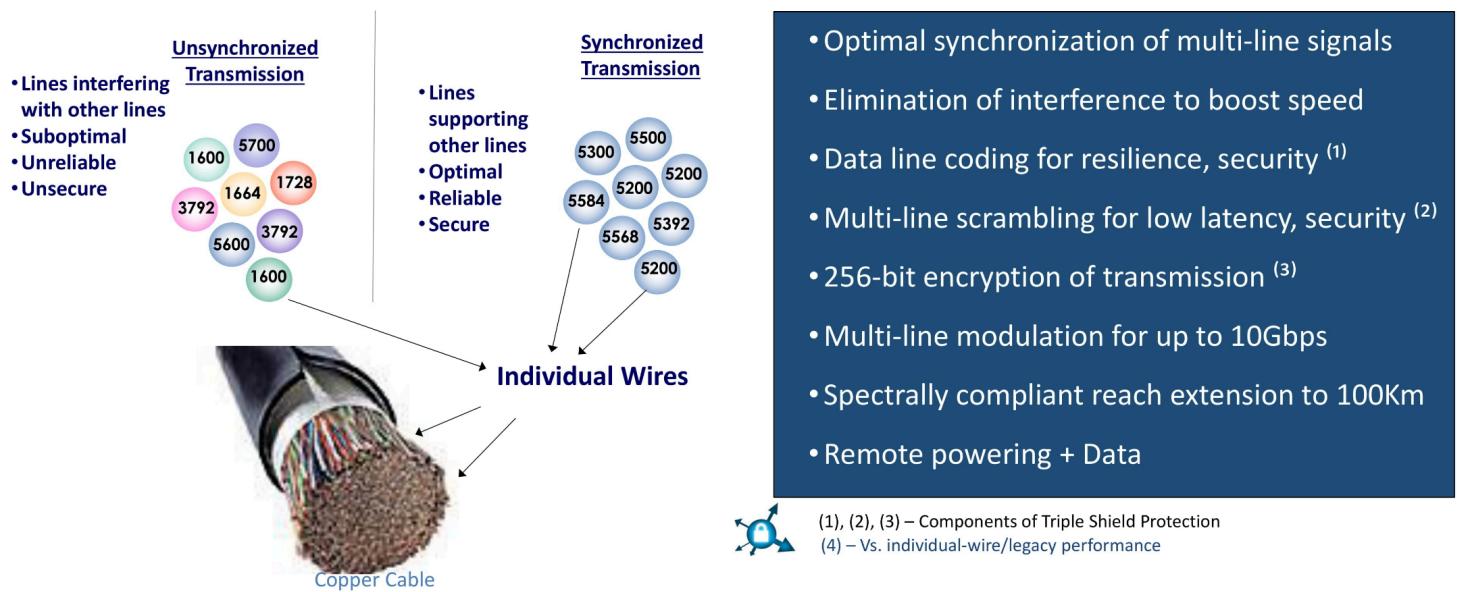


**Fiber Speed on
any Wires**

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Actelis' Patented Signal Processing and Encoding Software

Combining 100X Wire Performance Boost⁽⁴⁾ with Triple-Shield Physical Security





Actelis' Uniquely Enabling 3 Multi-\$B Edge Markets

Defense and Federal



2025: \$12.5B for FAA infrastructure modernization
2025: \$37B budget for Military base modernization
(source: US congress, Dept. of War)

Smart Transportation



\$143B/y for SMART traffic modernization by 2034
\$30B DOT federal budget for traffic modernization
Smart Transportation market to reach >\$250B by 2029
(Source: Polaris Market Research, congress.gov, marketsandmarkets)

Smart Buildings/Hotels



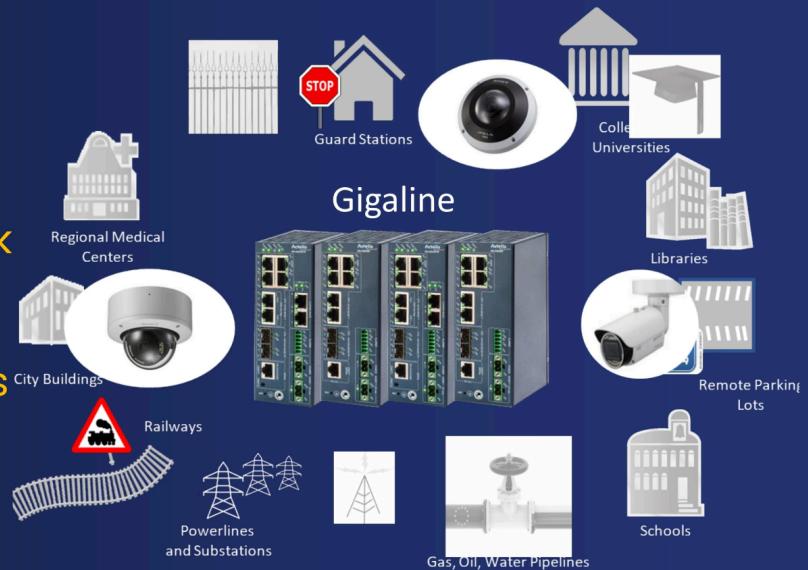
>\$28B BEAD funding for broadband connectivity
20M buildings in the US alone need connectivity
(Sources: Infrastructure Investment and Jobs Act (IIJA), US Census.gov (buildings above 5 units year 2000))

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Gigaline Building Blocks: Cyber Secure the Edge Networking Now Using the Infrastructure You Have



- Hybrid Fiber-Copper-Coax
- Deterministic Low Latency
- Ubiquitous and Compact
- Power Enabled Over the Network
- Cyber-Hardened, Encrypted
- Low-Touch Management SW
- Integrated with Metashield SaaS Anomaly Detection



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MetaShield: Network-Based SaaS Cyber Protection for the Edge

Actelis



**AI-Powered
Asset Intelligence &
Threat Management
That Comes With the Network**

Blocking Intrusions at Network Edge



**Continuous
Visibility**



**Anomaly
Detection**



**Auto-correct
vulnerabilities**



**Performance
Tracking and
Certification**

Select Customers Who Trust Actelis' Solutions



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Recent Select Wins

Actelis Receives \$2.3 Million Order for Immediate Delivery of New Hybrid-Fiber Intelligent Networking Solution For Washington D.C.'s Department of Transportation

Actelis

Strategic Order from the FAA for Critical Air Traffic Control Infrastructure Modernization

Actelis

Deployment of Legacy T1 To Fiber Solution with Major U.S. Carrier

ML650SV Modernizes T1 & TDM Networks

Actelis

Italian National Transportation Infrastructure Project

\$300,000 order received from new local channel partner

Actelis

Cyber-Hardened Distribution Network Connectivity for Major Central German Utility Provider

Actelis

New Order from Leading Texas Telco Carrier for Rural Broadband Expansion in Hill Country

Fiber-only networking solution supports fixed wireless radio, delivering high-speed connectivity

Actelis

First Hotel Order for GigaLine Hospitality Solution

Strategic partnership with global hospitality platform provider



- Positioned at the intersection of huge Edge-AI, Cybersecurity, and Defense markets
- Multi-year public funding tailwinds.
- Unique, defensible IP; well-branded reputation, and strong domain expertise
- Experienced team and new strong players for US Federal market
- Broad coverage of partners and customers, with many success stories, positioned for strong growth in 2026

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Contact Information

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