

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): **February 11, 2026**

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 8.01 Other Events

As previously disclosed, on February 4, 2026, Actelis Networks, Inc. (the “Company”) received a written notice (the “Notice”) from the Nasdaq Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Nasdaq staff (the “Staff”) has determined to delist the Company’s securities from The Nasdaq Capital Market, due to the Company’s common stock failing to maintain a minimum bid price of \$1.00 per share for 30 consecutive business days, in violation of Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”). Pursuant to the Notice, the Company has the right to request a hearing in front of the Nasdaq Hearing Panel (the “Panel”), and such hearing request would result in a stay of any suspension or delisting action pending the conclusion of the hearings process.

Accordingly, on February 11, 2026, the Company requested a hearing before the Panel, which served to stay any further suspension or delisting action through the hearing or any extension the Panel provides following the hearing.

The Company intends to take all reasonable measures available and is going to present a plan to regain compliance with the Bid Price Rule and remain listed on Nasdaq to the Panel. However, there can be no assurance that the Company will be able to regain compliance with the Bid Price Rule or maintain compliance with all other Nasdaq continued listing requirements.

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: February 11, 2026

By: /s/ Tuvia Barlev

Name: Tuvia Barlev

Title: Chief Executive Officer