

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): April 8, 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

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”) had determined to delist the Company’s securities from The Nasdaq Capital Market. As disclosed in the Notice, the Staff determined that the Company’s common stock failed 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”). While companies are typically afforded a 180-calendar-day compliance period to comply with the Nasdaq Listing Rule, the Staff concluded that the Company is not eligible for the compliance period pursuant to Nasdaq Listing Rule 5810(c)(3)(A) (iv) due to the fact that the Company effected a reverse stock split within the prior one-year period, specifically a 1-for-10 reverse stock split on November 18, 2025, and therefore was subject to immediate delisting.

The Company requested an appeal hearing, which stayed the suspension and delisting action. At the appeal hearing, the Company presented to the Nasdaq Hearings Panel its plan to regain compliance with the Bid Price Rule.

On April 8, 2026, Nasdaq delivered a letter to the Company confirming to the Company that it had denied the Company’s request for continued listing and therefore that trading of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), would be suspended at the open of trading on April 10, 2026.

The Company expects and plans for its shares of Common Stock to be quoted by the OTC Markets Group, Inc. (“OTC”) upon being suspended from trading on Nasdaq and intends to submit an application to have its securities traded on the OTCQB Venture Market (“OTCQB”) of OTC. While the Company intends to have its Common Stock quoted on the OTCQB, the Company’s Common Stock may temporarily trade on OTC Pink until the transfer to OTCQB is finalized. There can be no assurance that trading in the Company’s securities will commence or continue on the OTC or other market or that such trading will occur at volumes or prices to facilitate efficient market activities.

The Company will continue to remain a reporting company under the Securities Exchange Act of 1934, as amended, and the transition to the OTC is not expected to affect the Company’s business operations. The Company will make additional disclosures relating to post-suspension trading as that information becomes available.

### **Item 7.01. Regulation FD Disclosure.**

On April 9, 2026, the Company issued a press release titled “Actelis Networks to Transition Trading to OTC Market Following Nasdaq Panel Decision”. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The press release and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### ***Cautionary Statement Concerning Forward-Looking Statements***

This Current Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements. Forward-looking statements are not historical facts, and are based upon management’s current expectations, beliefs and projections, many of which, by their nature, are inherently uncertain. Such expectations, beliefs and projections are expressed in good faith. Forward-looking statements are based on current expectations and assumptions that, while considered reasonable are inherently uncertain. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. There can be no assurance that management’s expectations, beliefs and projections will be achieved, and actual results may differ materially from what is expressed in or indicated by the forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this Current Report. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management’s control including general economic conditions; the Company’s ability to resume the quoting and trading of its common stock on the OTC market and the impact of the Nasdaq delisting on the Company’s business operations; the possibility that Actelis may be adversely affected by other economic, business, and/or competitive factors and other risks and uncertainties indicated from time to time. Any such forward-looking statements represent management’s estimates as of the date of this Current Report. While the Company may elect to update such forward-looking statements at some point in the future, unless required by law, it disclaims any obligation to do so, even if subsequent events cause its views to change. Thus, no one should assume that the Company’s silence over time means that actual events are bearing out as expressed or implied in such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this Current Report. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission (SEC), including the Company’s Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at <http://www.sec.gov>.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated April 9, 2026.</a>
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: April 9, 2026

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



### **Actelis Networks to Transition Trading to OTC Market Following Nasdaq Panel Decision**

*The Company is working on all available options in order to relist on the Nasdaq*

*Company continues to execute on its growth strategy and commercial plans*

SUNNYVALE, Calif., April 9, 2026 - 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 it has received a determination from the Nasdaq Hearings Panel to delist the Company's common stock from The Nasdaq Capital Market following the Panel review process.

Trading of the Company's common stock on Nasdaq is expected to be suspended at the open of business on April 10, 2026. The Company will have its shares quoted on the OTC Markets and plans to apply for trading on the OTCQB Venture Market, which is designed for developing and entrepreneurial companies. At the same time, the Company is also evaluating all available options in order to relist on the Nasdaq market.

The Panel's determination follows the Company's previously disclosed non-compliance with Nasdaq's minimum bid price requirement. While the Company presented its plan to regain compliance, the Panel determined not to grant continued listing at this time.

The Company's operations are not expected to be impacted by the transition, and Actelis continues to operate its business as usual while maintaining its status as a reporting company with the U.S. Securities and Exchange Commission.

"This is not the outcome we had sought, but it is important to emphasize that this development is limited to our listing venue and does not reflect the underlying strength of our business," said Tuvia Barlev, Chief Executive Officer of Actelis Networks. "We continue to see demand for our solutions across transportation, government, and critical infrastructure markets, including recent project expansions and deployments, and our focus remains on execution and delivering for our customers, while working on all options to restore our presence on Nasdaq"

Actelis is actively working on the required actions to restore its listing on Nasdaq, while supporting an orderly trading environment for its shareholders. There can be no assurance that an active trading market will be maintained on the OTC Markets or that broker-dealers will continue to make a market in the Company's shares.

The Company remains focused on executing its growth strategy and realizing its commercial opportunities.

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**About Actelis Networks, Inc.**

Actelis Networks, Inc. (NASDAQ: ASNS) is a market leader in hybrid fiber, 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](http://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. Actual results may 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. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

**Investor Relations Contact:**

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