

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 13, 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
None	N/A	N/A

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 5.07 SUBMISSION OF A MATTER TO A VOTE OF SECURITY HOLDERS**

On April 13, 2026, Actelis Networks, Inc. (the "Company") held its 2026 Special Meeting of Stockholders (the "Special Meeting"). The record date for stockholders entitled to notice of, and to vote at, the Special Meeting was February 13, 2026 (the "Record Date"). As of the Record Date, there were 8,759,402 shares of common stock, par value \$0.0001 per share ("Common Stock") of the Company outstanding. Each share of the Company's Common Stock represents one vote that could be voted on each matter that came before the Special Meeting.

At the Special Meeting, 3,131,194 shares of Common Stock were represented and voted, in person or by proxy, constituting a quorum for the Special Meeting (the 3,131,194 votes represented equaled approximately 35.75% of the outstanding possible votes).

At the Special Meeting, four proposals were submitted to the Company's stockholders. The proposals are described in more detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on March 4, 2026 (the "Proxy Statement"). The final voting results were as follows:

**Proposal 1**

To authorize, in accordance with Nasdaq Listing Rule 5635(d), the issuance of shares of our common stock, pursuant to the Company's ELOC Purchase Agreement.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
798,074	285,504	2,964	2,044,652

**Proposal 2**

To approve an amendment to our Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split (the "Reverse Stock Split") with respect to the Company's issued and outstanding Common Stock, at a ratio of 1-for-10 to 1-for-25, with the ratio at which the Reverse Stock Split would be effected to be a ratio within the range to be determined at the discretion of the Company's board of directors and included in a public announcement by the Company before the effectiveness of the Reverse Stock Split.

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
2,641,144	483,887	6,163	0

**Proposal 3**

The proposal to approve an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposals 1 and/or 2 was withdrawn because the Company's stockholders approved and adopted the Proposals 1 and 2, as noted above.

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**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 13, 2026

By: /s/ Yoav Efron  
Name: Yoav Efron  
Title: Deputy Chief Executive Officer and Chief Financial Officer

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