

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 15, 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 7.01 Regulation FD Disclosure.

On October 15, 2026, 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: October 15, 2026

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



Connecting AI To The Edge
Modernizing Defense, Industrial IoT and Hospitality



Company Presentation

October 2026



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; our potential to achieve uplisting to the Nasdaq Capital Market 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 our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the U.S. Securities and Exchange Commission on March 18, 2026. 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.

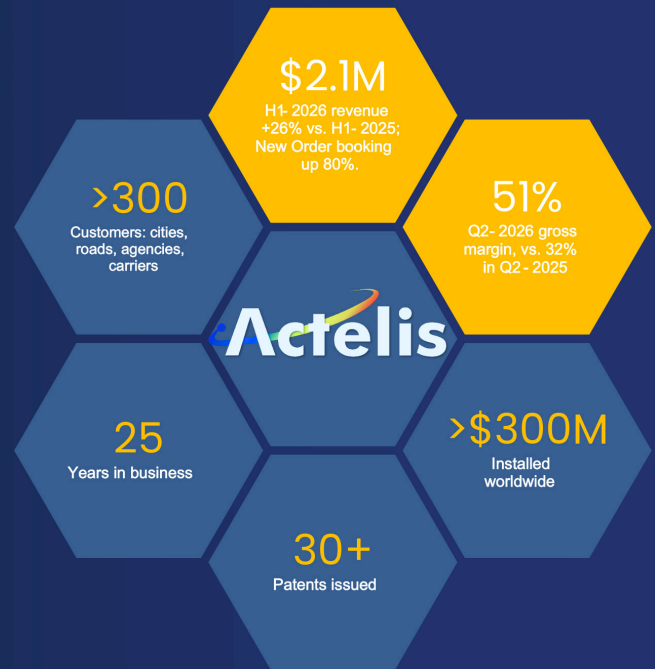
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Company In Brief

Growth vs. 2025: revenue up 26%, gross margin up 19 points, New booking up 80%.

What drove it

- **North America** revenue +39% YoY in Q2-2026
- **\$0.85M** software and services renewal from a leading North American carrier
- **Gross margin from 25%** in Q1-2026 to 51% in Q2, on a richer software mix
- **Net loss narrowed** to \$1.4M in Q2-2026 from \$1.9M a year earlier



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Strategic Directions

MOMENTUM FORWARD IN ALL VERTICALS

Federal



Unique position

A differentiated position, great fit to over 15 different programs of record.
IP telephony ordered and delivered in Q3 to US Marine Corps

Major partners

Growing system of major partners in planning Actelis solutions into major programmatic deployments

Trials and POCs → 2027

Initial deployment trials underway; breakout expected in 2027

ITS



Cities and government

Deeper work in city and government ITS projects.

New GL800 Gigabit products

New Gigabit-speed product line to be introduced in Q4-2026

Cyber-hardened SW, Services

New cyber-hardened software for vulnerabilities mitigation alongside services for

Hospitality & AV



Large partners

Working with large hospitality and AV partners, e.g. Vitec

Growing funnel

Sales funnel continues to grow

Multi-million \$ deals

Significant multi-million-dollar deal pipeline



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Business Update (Cont.)

RECENT Developments

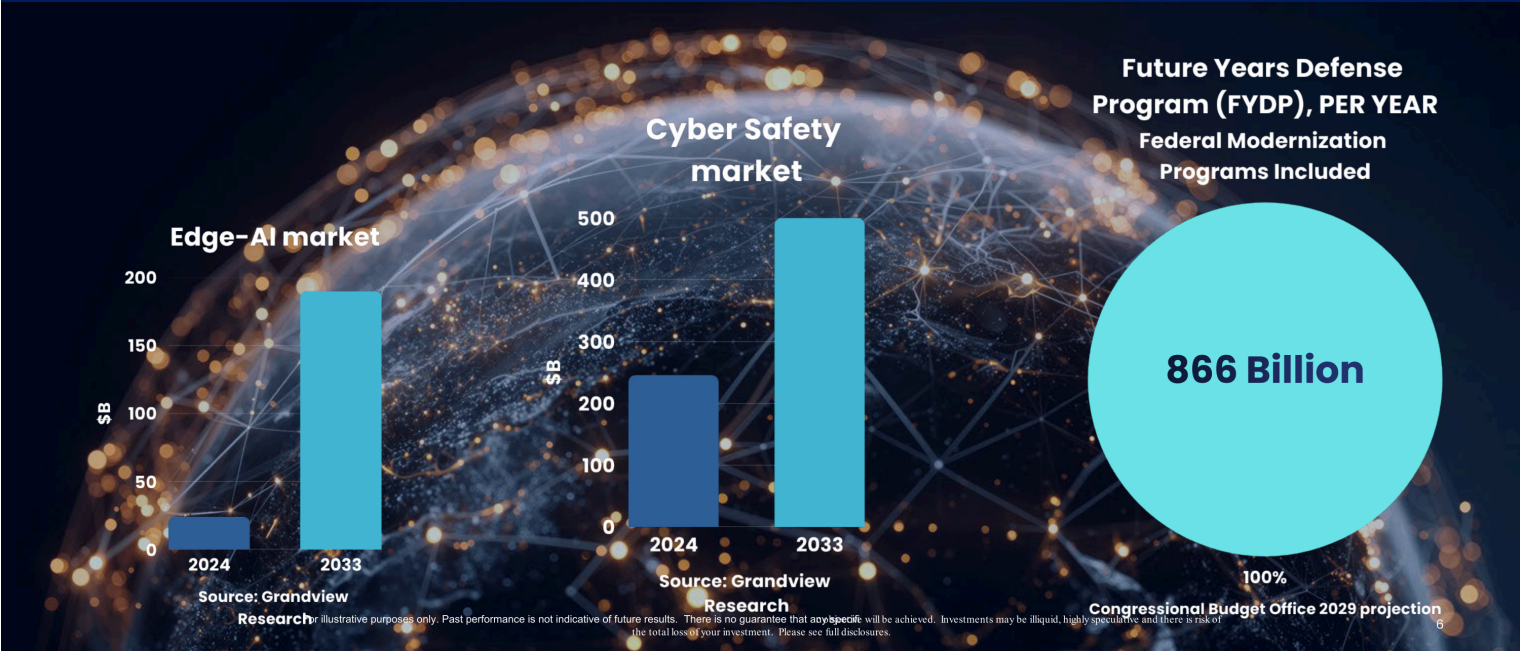
- JULY**
\$0.85M software and services renewal @ leading American carrier
- AUGUST**
Carrier orders bring broadband to remote Alaska schools and healthcare sites
- AUGUST**
Q2-2026 results: revenue +20% YoY, gross margin 51%
- AUGUST**
Deeper engagement with U.S. military networking leaders at TechNet Augusta
- SEPTEMBER**
US Marines dozens of buildings IP Telephony modernization Program PO

STRATEGIC PRIORITIES

- M&A**
Pursuing M&A, Cyber/AI focus, Inorganic Growth
- CAPITAL**
ELOC amendment supports NASDAQ relisting path
- NASDAQ**
Pursuing a return to Nasdaq

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



Macro Tailwinds

WHAT IS DRIVING DEMAND

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 geopolitical forces
Outdated networking

Major security and mission risks

Major budgets

WHERE TODAY'S NETWORKS FALL SHORT

Edge Networking



Safe, reliable, gigabit
connectivity required

Networking is a big bottleneck

New Fiber



Deployment extremely slow and
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

COPPER

Billions of devices are connected with copper cables

Low speed, low reliability, unsecure

FIBER

New fiber optic cables are being installed

Reliable, fast, very expensive, slow to deploy

WIRELESS

Wireless is getting better

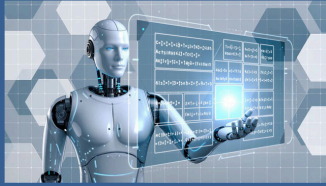
Not fast enough, not secure enough



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Actelis: Cybersafe, Efficient Networking for the Edge

No Network Infrastructure Upgrades Necessary



**Resilient And
Cybersafe**



**Fast To
Implement**



**Fiber Speed On
Any Wires**

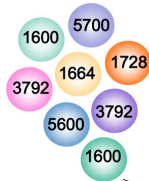
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Actelis' Patented Signal Processing and Encoding Software

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

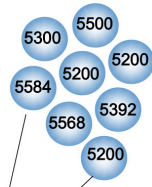
Unsynchronized Transmission

- Lines interfering with other lines
- Suboptimal
- Unreliable
- Unsecure



Synchronized Transmission

- Lines support other lines
- Optimal
- Reliable
- Secure



Individual Wires

- Optimal synchronization of multi-line signals
- Elimination of interference to boost speed
- Data line coding for resilience, security ⁽¹⁾
- Multi-line scrambling for low latency, security ⁽²⁾
- 256-bit encryption of transmission ⁽³⁾
- Multi-line modulation for up to 10Gbps
- Spectrally compliant reach extension to 100Km
- Remote powering + Data



(1), (2), (3) – Components of Triple Shield Protection
(4) – Vs. individual-wire/legacy performance

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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 Hotels



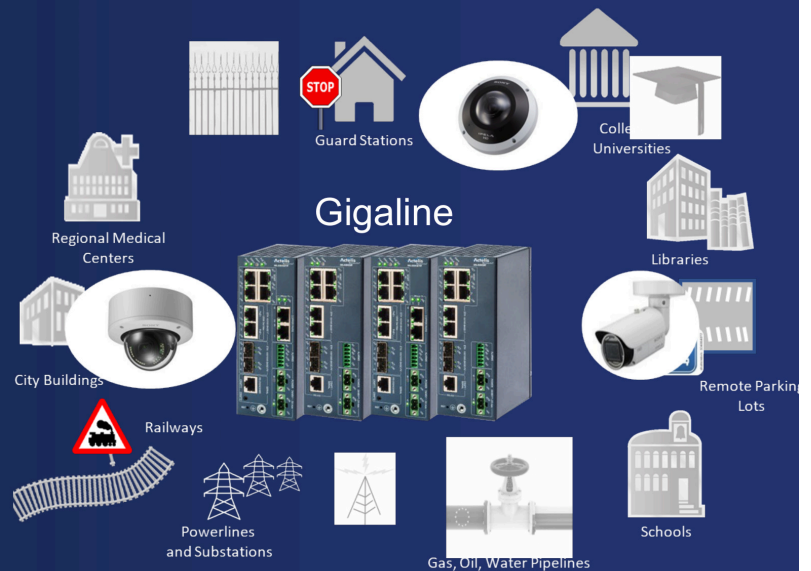
>\$28B BEAD funding for broadband connectivity
 20M buildings in the US alone need connectivity
 (Sources: Infrastructure Investment and Jobs Act (IIJA), US Census.gov (buildings above 5 units year 2000))

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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
- Metashield Anomaly Detection Integrated



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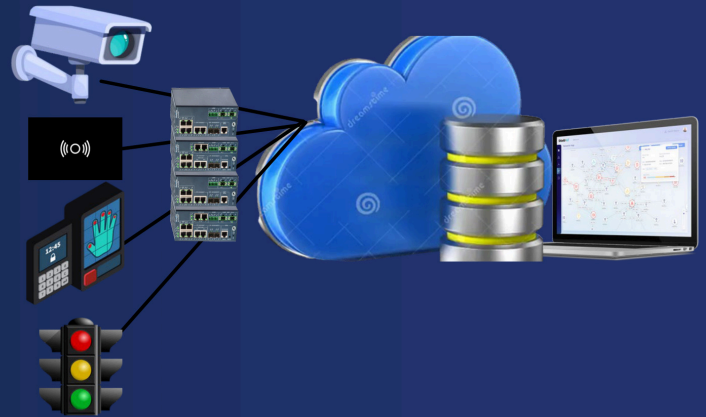
MetaShield: Network-Based SaaS Cyber Protection for the Edge



AI-POWERED

**Asset intelligence and
threat management that
comes with the network**

Blocking intrusions at the network edge



Continuous Visibility



Anomaly Detection



Auto - correct
vulnerabilities



Performance Tracking
and Certification

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Select Customers Who Trust Actelis' Solutions

SMART GRID



SMART CAMPUS



SMART TRANSPORTATION



SMART CITY



GOV, MILITARY & POLICE



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Recent Select Wins



Momentum Continues in Washington, DC DOT as Modernization Expands

Actelis deepens ITS footprint



New Order for Alaska State DOT Intelligent Transportation Project

Order supports the modernization of traffic signal and cabinet infrastructure



U.S. Air Force Successfully Deploys a Pilot with Actelis' Technology to Modernize Mission Critical Networks



Strategic Order from the FAA for Critical Air Traffic Control Infrastructure



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



\$200,000 Order from Central European Carrier for GL800 Multi-Gigabit Connectivity Serving SOHO Customers



Actelis Secures \$850,000 Software and Services Renewal from Leading North American Carrier



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



First Hotel Order for GigaLine Hospitality Solution

Strategic partnership with global hospitality platform provider



- Positioned at the intersection of Edge - AI & Cybersecurity
- Unique, defensible IP; well - branded reputation, strong domain expertise
- Experienced team, strong players in Federal market
- Broad partner & customer coverage, many success stories



Thank You!

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