

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): November 16, 2018

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State of other jurisdiction of
incorporation)

000-30262

(Commission File Number)

90-0273142

(IRS Employer Identification No.)

500 Union Street, Suite 810

Seattle, Washington 98101

(Address of principal executive office)

(206) 903-1351

(Registrant's telephone number, including area code)

not applicable

(Former name, former address and former fiscal year, 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 Instruction 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))

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 3.02 Unregistered Sales of Equity Securities; Item 3.03 Material Modification to Rights of Security Holders.

On November 16, 2018, Know Labs, Inc.(the “Company”) signed Amendment 1 to Senior Secured Convertible Redeemable Notes dated September 30, 2016, August 14, 2017 and December 12, 2017, extending the due dates of the Notes to February 27, 2019.

The foregoing description of the transaction is qualified in its entirety by reference to the complete terms and conditions of the Amendment 1 dated November 16, 2018 to Senior Secured Convertible Redeemable Notes dated September 30, 2016, August 14, 2017 and December 12, 2017, copies of which are attached to this Current Report on Form 8-K as Exhibit 10.1-10.3, and incorporated by reference into this Item 3.02.

Item 9.01 Financial Statements and Exhibits.

Exhibits.

10.1 [Amendment 1 dated November 16, 2018 to Senior Secured Convertible Redeemable Note dated September 30, 2016 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.2 [Amendment 1 dated November 16, 2018 to Senior Secured Convertible Redeemable Note dated August 14, 2017 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.3 [Amendment 1 dated November 16, 2018 to Senior Secured Convertible Redeemable Note dated December 12, 2017 by and between Know Labs, Inc. and Clayton A. Struve.](#)

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.

Registrant: **KNOW LABS, INC.**

By: [/s/ Ronald P. Erickson](#)
Ronald P. Erickson
Chairman of the Board

November 16, 2018

**AMENDMENT NO. 1 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE NOTE
DATED SEPTEMBER 30, 2016**

THIS AMENDMENT NO. 1 TO SENIOR SECURED CONVERTIBLE REDEEMABLE NOTE DATED September 30, 2016 (this “**Amendment**”) is made and entered into as of September 30, 2018, by and between Clayton A. Struve (the “**Holder**”), and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

WHEREAS, the Company is a party to that certain 10% Convertible Redeemable Note dated September 30, 2016 (the “**Note**”) payable to Holder (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Note);

WHEREAS, the Note was issued with a principal face amount of \$210,000, a Maturity Date of March 30, 2017, and a conversion price of \$0.70 per share of Common Stock;

WHEREAS, on March 30, 2017, an Event of Default occurred by reason of the Company defaulting on the payment of principal and interest on the Note;

WHEREAS, by virtue of such Event of Default, the outstanding principal due under the Note increased to \$275,000 four weeks after the Event of Default pursuant to Section 8 of the Note;

WHEREAS, The Holder converted \$200,000 due under the Note to Common Stock of the Company on or about September 24, 2018; and

WHEREAS, the Holder and the Company wish to amend the Note to confirm the foregoing and to make certain other changes to the Note such there is no longer an Event of Default;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations, and warranties contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows.

1 . Confirmation of Aggregate Principal Face Amount. It is hereby confirmed that the current aggregate principal amount of the Note is Seventy-Five Thousand U.S. Dollars (\$75,000).

2 . Confirmation of Conversion Price. It is hereby confirmed that the Conversion Price of the Note is \$0.25 per share of Common Stock.

3. Amendment of Maturity Date. The Maturity Date of the Note is hereby amended to February 27, 2019.

4. No Other Changes. Except as specifically set forth in this Amendment, the terms of the Note remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

Company:

KNOW LABS, INC.

/s/ Ronald P. Erickson

By: Ronald P. Erickson

Its: Chairman of the Board

Date: November 16, 2018

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

**AMENDMENT NO. 1 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED AUGUST 14, 2017**

THIS AMENDMENT NO. 1 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED AUGUST 14, 2017 (this “**Amendment**”) is made and entered into as of October 15, 2018, by and between Clayton A. Struve (the “**Holder**”), and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

WHEREAS, the Company is a party to that certain Senior Secured Convertible Redeemable Debenture dated August 14, 2017 (the “**Debenture**”) payable to Holder (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Debenture);

WHEREAS, the Debenture was issued with a principal face amount of \$360,000, a Maturity Date of August 13, 2018, and a conversion price of \$0.25 per share of Common Stock; and

WHEREAS, the Holder and the Company wish to amend the Debenture to extend the Maturity Date;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows.

1 . Amendment of Maturity Date. The Maturity Date of the Debenture is hereby amended to February 27, 2019.

2 . No Other Changes. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

Company:

KNOW LABS, INC.

/s/ Ronald P. Erickson
By: Ronald P. Erickson
Its: Chairman of the Board
Dated: November 16, 2018

Holder:

/s/ Clayton A. Struve
Clayton A. Struve

**AMENDMENT NO. 1 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED DECEMBER 12, 2017**

THIS AMENDMENT NO. 1 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED DECEMBER 12, 2017 (this “**Amendment**”) is made and entered into as of October 15, 2018, by and between Clayton A. Struve (the “**Holder**”), and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

WHEREAS, the Company is a party to that certain Senior Secured Convertible Redeemable Debenture dated December 12, 2017 (the “**Debenture**”) payable to Holder (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Debenture);

WHEREAS, the Debenture was issued with a principal face amount of \$300,000, a Maturity Date of December 11, 2018, and a conversion price of \$0.25 per share of Common Stock; and

WHEREAS, the Holder and the Company wish to amend the Debenture to extend the Maturity Date;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows.

1. Amendment of Maturity Date. The Maturity Date of the Debenture is hereby amended to February 27, 2019.

2. No Other Changes. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

Company:

KNOW LABS, INC.

/s/ Ronald P. Erickson
By: Ronald P. Erickson
Its: Chairman of the Board
Dated: November 16, 2018

Holder:

/s/ Clayton A. Struve
Clayton A. Struve