

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 8, 2019

**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)

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.001 par value	KNWN	OTC QB

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.

☐

This Amendment is qualified in its entirety by reference to the complete terms and conditions of the Amendments which are attached to this Current Report on Form 8-K as Exhibit 10.1-10.6, and incorporated by reference into this Item 3.02.

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

On May 8, 2019, the Board of Directors on Know Labs, Inc.(the “Company”) approved the Amendments below:

**Convertible Promissory Notes with Clayton A. Struve**

On May 8, 2019, the Company signed Amendment 2 to the convertible promissory or OID notes with Clayton A. Struve, extending the due dates to September 30, 2019.

**Convertible Redeemable Promissory Notes with Ronald P. Erickson and J3E2A2Z**

On May 8, 2019, the Company approved Amendment 1 to the convertible redeemable promissory notes with Ronald P. Erickson and J3E2A2Z, extending the due dates to September 30, 2019 and increasing the interest rate to 6%.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits.

10.1 [Amendment 2 dated April 30, 2019 to Senior Secured Convertible Redeemable Note dated September 30, 2016 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.2 [Amendment 2 dated April 30, 2019 to Senior Secured Convertible Redeemable Note dated August 14, 2017 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.3 [Amendment 2 dated April 30, 2019 to Senior Secured Convertible Redeemable Note dated December 12, 2017 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.4 [Amendment 1 dated April 30, 2019 to Senior Secured Convertible Redeemable Note dated February 28, 2018 by and between Know Labs, Inc. and Clayton A. Struve.](#)

10.5 [Amendment 1 dated April 30, 2019 to Convertible Redeemable Promissory Note dated January 31, 2018 by and between Know Labs, Inc. and J3E2A2Z LP.](#)

10.6 [Amendment 1 dated April 30, 2019 to Convertible Redeemable Promissory Note dated January 31, 2018 by and between Know Labs, Inc. and J3E2A2Z LP.](#)

**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

May 22, 2019

**AMENDMENT NO. 2 TO  
10% CONVERTIBLE REDEEMABLE NOTE  
DATED SEPTEMBER 30, 2016**

THIS AMENDMENT NO. 2 TO 10% REDEEMABLE NOTE DATED SEPTEMBER 30, 2016 (this “**Amendment**”) is made and entered into as of April 30, 2019, 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, as amended by Amendment No. 1 dated as of September 30, 2018 (as so amended, 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 currently has a Maturity Date of February 27, 2019; and

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

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. Amendment of Maturity Date. The Maturity Date of the Note is hereby amended to September 30, 2019.

2. 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.**

By: /s/ Ronald P. Erickson  
Its: Chairman

**Holder:**

/s/ Clayton A. Struve  
Clayton A. Struve

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**AMENDMENT NO. 2 TO  
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE  
DATED AUGUST 14, 2017**

THIS AMENDMENT NO. 2 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED AUGUST 14, 2017 (this “**Amendment**”) is made and entered into as of April 30, 2019, 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, as amended by Amendment No. 1 dated as of October 15, 2018 (as so amended, 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 currently has a Maturity Date of February 27, 2019; 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 September 30, 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.**

By: /s/ Ronald P. Erickson  
Its: Chairman

**Holder:**

/s/ Clayton A. Struve  
Clayton A. Struve

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**AMENDMENT NO. 2 TO  
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE  
DATED DECEMBER 12, 2017**

THIS AMENDMENT NO. 2 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED DECEMBER 12, 2017 (this “**Amendment**”) is made and entered into as of April 30, 2019, 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, as amended by Amendment No. 1 dated as of October 15, 2018 (as so amended, 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 currently has a Maturity Date of February 27, 2019; 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 September 30, 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.**

By: /s/ Ronald P. Erickson  
Its: Chairman

**Holder:**

/s/ Clayton A. Struve  
Clayton A. Struve

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**AMENDMENT NO. 1 TO  
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE  
DATED FEBRUARY 28, 2018**

THIS AMENDMENT NO. 1 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED FEBRUARY 28, 2018 (this “**Amendment**”) is made and entered into as of April 30, 2019, 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 February 28, 2018 (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 currently has a Maturity Date of February 27, 2019; 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 September 30, 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.**

By: /s/ Ronald P. Erickson  
Its: Chairman

**Holder:**

/s/ Clayton A. Struve  
Clayton A. Struve

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**AMENDMENT NO. 1 TO  
CONVERTIBLE REDEEMABLE PROMISSORY NOTE  
DATED JANUARY 31, 2018**

THIS AMENDMENT NO. 1 TO CONVERTIBLE REDEEMABLE PROMISSORY NOTE DATED JANUARY 31, 2018 in the principal amount of US\$664,233 (this “**Amendment**”) is made and entered into as of April 30, 2019, by and between J3E2A2Z LP (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 Convertible Redeemable Promissory Note dated January 31, 2018 (the “**Debenture**”) payable to Holder (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Debenture);

WHEREAS, the Promissory Note currently has a Maturity Date of January 31, 2019; and

WHEREAS, the Holder and the Company wish to amend the Promissory Note to extend the Maturity Date and increase the interest rate;

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 September 30, 2019.

2. Increase in Interest Rate. The interest rate is hereby increased to 6%.

3 . 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.**

By: /s/ Phillip A. Bosua  
Its: Chief Executive Officer

**Holder:**

/s/ Ronald P. Erickson, Manager  
J3E2A2Z LP

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**AMENDMENT NO. 1 TO  
CONVERTIBLE REDEEMABLE PROMISSORY NOTE  
DATED JANUARY 31, 2018**

THIS AMENDMENT NO. 1 TO CONVERTIBLE REDEEMABLE PROMISSORY NOTE DATED JANUARY 31, 2018 in the principal amount of US\$519,833 (this “**Amendment**”) is made and entered into as of April 30, 2019, by and between J3E2A2Z LP (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 Convertible Redeemable Promissory Note dated January 31, 2018 (the “**Debenture**”) payable to Holder (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Debenture);

WHEREAS, the Promissory Note currently has a Maturity Date of January 31, 2019; and

WHEREAS, the Holder and the Company wish to amend the Promissory Note to extend the Maturity Date and increase the interest rate;

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 September 30, 2019.

2. Increase in Interest Rate. The interest rate is hereby increased to 6%.

3 . 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.**

By: /s/ Phillip A. Bosua  
Its: Chief Executive Officer

**Holder:**

/s/ Ronald P. Erickson, Manager  
J3E2A2Z LP

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