

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

FORM 8-K/A
(Amendment No. 3)

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 12, 2020 (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))

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 10.1-10.2, 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 12, 2020, Know Labs, Inc. (the “Company”) approved the Amendments below.

Convertible Redeemable Promissory Notes with Ronald P. Erickson and J3E2A2Z

On May 12, 2020, the Company approved Amendment 3 to the convertible redeemable promissory notes with Ronald P. Erickson and J3E2A2Z, extending the due dates to September 30, 2020.

Item 9.01 Financial Statements and Exhibits.

Exhibits.

10.1 [Amendment 3 dated May 12, 2020 to Convertible Redeemable Promissory Note dated January 31, 2018 by and between Know Labs, Inc. and J3E2A2Z LP.](#) Filed herewith.

10.2 [Amendment 3 dated May 12, 2020 to Convertible Redeemable Promissory Note dated January 31, 2018 by and between Know Labs, Inc. and J3E2A2Z LP.](#) Filed herewith.

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 12, 2020

**AMENDMENT NO. 3 TO
CONVERTIBLE REDEEMABLE PROMISSORY NOTE
DATED JANUARY 31, 2018**

THIS AMENDMENT NO. 3 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 May 11, 2020, 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 March 31, 2020; 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, 2020.

2. Interest Rate. The interest rate is 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.

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

Holder:

/s/ Ronald P. Erickson
RONALD P. ERICKSON, MANAGER
J3E2A2Z LP

**AMENDMENT NO. 3 TO
CONVERTIBLE REDEEMABLE PROMISSORY NOTE
DATED JANUARY 31, 2018**

THIS AMENDMENT NO. 3 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 May 10, 2020, 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 March 31, 2020; 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, 2020.

2. Interest Rate. The interest rate 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.

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

Holder:

/s/ Ronald P. Erickson
RONALD P. ERICKSON, MANAGER
J3E2A2Z LP
