

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>ERICKSON RONALD P</u> (Last) (First) (Middle) <u>500 UNION STREET</u> <u>SUITE 810</u> (Street) <u>SEATTLE WA 98101</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KNOW LABS, INC. [KWN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								520,934	D	
Common Stock								3,334	I	(1)
Common Stock								1,467	I	(2)
Common Stock								20,335	I	(3)
Common Stock								910,001	I	(4)
Common Stock								2,014	I	(5)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$0.5 ⁽⁶⁾							01/31/2018	01/31/2023	Common Stock	855,000		855,000	D	
Warrant to Purchase Common Stock	\$0.5 ⁽⁶⁾							03/16/2018	03/16/2023	Common Stock	1,039,666		1,039,666	I	⁽⁴⁾
Option to Purchase Common Stock ⁽⁷⁾	\$1.1							⁽⁷⁾	11/04/2024	Common Stock	1,200,000		1,200,000 ⁽⁷⁾	D	
Warrant to Purchase Common Stock	\$1.53 ⁽⁶⁾	12/15/2020		A		2,000,000		12/15/2020	12/15/2025	Common Stock	2,000,000	\$0	2,000,000	D	
Option to Purchase Common Stock ⁽⁸⁾	\$1.53	12/15/2020		A		3,731,350 ⁽⁸⁾		⁽⁸⁾	12/15/2025	Common Stock	3,731,350	\$0	3,731,350 ⁽⁸⁾	D	

Explanation of Responses:

- Held by Dia Armenta, the Reporting Person's wife.
- Held by Ronald Erickson, the Reporting Person and Dia Armenta, the Reporting Person's wife.
- Held by Juliz Limited Partnership- Family LP.
- Held by J3E2A2Z Limited Partnership.
- Held by Cerillion N4, an entity that is 50% owned by Dia Armenta, the Reporting Person's wife.
- Price subject to adjustment.
- Option shares vest upon the Company's successful listing of its Common Stock on Nasdaq or the New York Stock Exchange (including the NYSE American Market).
- Milestone-based Option shares vest upon the Company's successful milestone achievements set forth in two Stock Option Agreements dated 12/15/2020.

/s/ Ronald P. Erickson

12/18/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.