

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

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

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 3, 2022 (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: None

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 10.1-10.5, 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.

Senior Secured Convertible Redeemable Notes

On May 3, 2022, the Company approved the Amendments below to the senior secured convertible redeemable notes with Clayton Struve, extending the due dates to September 30, 2022.

Extension of Warrant Agreement

On May 3, 2022, the Company approved the Extension of Warrant Agreement with Clayton Struve, extending the exercise dates as follows:

Warrant No./Class	Issue Date	No. Warrant Shares	Exercise Price	Original Expiration Date	Amended Expiration Date
Clayton A. Struve Warrant	08-14-2017	1,440,000	\$0.25	08-13-2023	08-13-2024
Clayton A. Struve Warrant	12-12-2017	1,200,000	\$0.25	12-11-2023	12-11-2024
Clayton A. Struve Warrant	08-04-2016	1,785,715	\$0.25	08-04-2023	08-04-2024
Clayton A. Struve Warrant	02-28-2018	1,344,000	\$0.25	02-28-2023	02-28-2024

Item 9.01 Financial Statements and Exhibits.

Exhibits.

[10.1 Amendment 7 dated March 23, 2022 to Senior Secured Convertible Redeemable Note dated September 30, 2016 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.](#)

[10.2 Amendment 7 dated March 23, 2022 to Senior Secured Convertible Redeemable Note dated August 14, 2017 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.](#)

[10.3 Amendment 7 dated March 23, 2022 to Senior Secured Convertible Redeemable Note dated December 12, 2017 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.](#)

[10.4 Amendment 6 dated March 23, 2022 to Senior Secured Convertible Redeemable Note dated February 28, 2018 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.](#)

[10.5 Extension of Warrant Agreement dated April 26, 2022 by and between Know Labs, Inc. and Clayton A. Struve. 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 5, 2022

**AMENDMENT NO. 7 TO
10% CONVERTIBLE REDEEMABLE NOTE
DATED SEPTEMBER 30, 2016**

This AMENDMENT NO. 7 TO 10% REDEEMABLE NOTE DATED SEPTEMBER 30, 2016 (this “**Amendment**”) is made and entered into as of March 23, 2022, 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. 6 dated as of November 8, 2021 (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 March 31, 2022; 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, 2022.

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.

/s/ Ronald P. Erickson

By: Ronald P. Erickson
Its: Chairman

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

**AMENDMENT NO. 7 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED AUGUST 14, 2017**

THIS AMENDMENT NO. 7 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED AUGUST 14, 2017 (this “**Amendment**”) is made and entered into as of March 23, 2022, 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. 6 dated as of November 8, 2021 (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 March 31, 2022; 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, 2022.

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

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

**AMENDMENT NO. 7 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED DECEMBER 12, 2017**

THIS AMENDMENT NO. 7 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED DECEMBER 12, 2017 (this “**Amendment**”) is made and entered into as of March 23, 2022, 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. 6 dated as of November 8, 2021 (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 March 31, 2022; 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, 2022.

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

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

**AMENDMENT NO. 6 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED FEBRUARY 28, 2018**

THIS AMENDMENT NO. 6 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE DATED FEBRUARY 28, 2018 (this “**Amendment**”) is made and entered into as of March 23, 2022, 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, as amended by Amendment No. 5 dated as of November 8, 2021 (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 March 31, 2022; 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, 2022.

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

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

EXTENSION OF WARRANT AGREEMENT
April 26, 2022

THIS EXTENSION OF WARRANT AGREEMENT (this “**Agreement**”) is made and entered into as of April 26, 2022, by and between Clayton A. Struve (the “**Holder**”) and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

WHEREAS, the Holder owns those certain Warrants to purchase shares in the Company, as set forth in Schedule A, attached hereto and incorporated herein by reference (the “**Warrant(s)**”) (capitalized terms used herein and not otherwise defined shall have the meanings set forth in the respective Warrants);

WHEREAS, the Warrants have varying expiration dates throughout 2022 and 2023;

WHEREAS, in April 2022, the Holder and the Company extended the maturity date of certain promissory notes held by the Holder; and as consideration for such extension, the Company wishes to amend each respective Warrants to extend its expiration date by one (1) year from its currently stated expiration date, as set forth in Schedule A (see Amended Expiration Date); and

WHEREAS, the reference warrants have a reset on their exercise price which has previously been conveyed to the Holder by the Company which exercise price of twenty-five cents (\$0.25) is confirmed in this extension agreement,

AGREEMENT

NOW THEREFORE, in consideration of the foregoing recitals and the mutual covenants and representations contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. **Recitals.** The foregoing recitals are true and correct in all material respects and are hereby incorporated herein as a material part of this First Amendment.
2. **Amendment of Expiration Date.** The Expiration Date of the Warrants are hereby amended to the Amended Expiration Date as set forth in Schedule A, attached hereto and incorporated herein by reference.
3. **Full Force and Effect of Other Terms.** The Parties hereby confirm that all other terms and conditions of the Agreement are in full force and effect and are un-amended except as expressly provided in this First Amendment, including the exercise price of twenty-five cents (\$0.25) per share.
4. **Counterparts.** This First Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.
5. **Electronic Signatures.** The Parties agree that any form of electronic signature, including but not limited to signatures via facsimile, scanning, or electronic mail, may substitute for the original signature and shall have the same legal effect as the original signature

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

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Company:

KNOW LABS, INC.

/s/ Ronald P. Erickson

By: Ronald P. Erickson
Its: Chairman

Holder:

/s/ Clayton A. Struve

Clayton A. Struve

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SCHEDULE A

Warrant No./Class	Issue Date	No. Warrant Shares	Exercise Price	Original Expiration Date	Amended Expiration Date
Clayton A. Struve Warrant	08-14-2017	1,440,000	\$0.25	08-13-2023	08-13-2024

Clayton A. Struve Warrant	12-12-2017	1,200,000	\$0.25	12-11-2023	12-11-2024
Clayton A. Struve Warrant	08-04-2016	1,785,715	\$0.25	08-04-2023	08-04-2024
Clayton A. Struve Warrant	02-28-2018	1,344,000	\$0.25	02-28-2023	02-28-2024