

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): January 23, 2023 (January 19, 2023)

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	001-37479 (Commission File Number)	90-0273142 (IRS Employer Identification No.)
500 Union Street, Suite 810, Seattle, Washington (Address of principal executive offices)		98101 (Zip Code)
	(206) 903-1351 (Registrant's telephone number, including area code)	

(Former name or former address, 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:

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	KNW	NYSE American LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Extension of Warrant Agreement

On January 19, 2023, Know Labs, Inc. (the "Company") approved the Extension of Warrant Agreements with Ronald P. Erickson and an entity controlled by Mr. Erickson, extending the exercise dates from January 30, 2023 to January 30, 2024.

As previously disclosed, on December 7, 2022, the Company approved the Amendments to the senior secured convertible redeemable notes with Ronald P. Erickson and/or entities with which he is affiliated, extending the due dates to January 30, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
10.1	<u>Extension of Warrant Agreement dated January 19, 2023 by and between Know Labs, Inc. and Ronald P. Erickson.</u> Filed herewith.
10.2	<u>Extension of Warrant Agreement dated January 19, 2023 by and between Know Labs, Inc. and J3E2A2Z LP.</u> Filed herewith.
104	Coverage Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: January 23, 2023

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

EXTENSION OF WARRANT AGREEMENT
January 19, 2023

THIS EXTENSION OF WARRANT AGREEMENT (this "**Agreement**") is made and entered into as of January 19, 2023, by and between Ronald P. Erickson (the "**Holder**") and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the "**Company**").

RECITALS

WHEREAS, the Holder owns a certain warrant 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 currently have an expiration date of January 30, 2023; and

WHEREAS, on the date hereof, the Company wishes to amend the Warrants to extend the Expiration Date by one (1) year from the currently stated Expiration Date, as set forth in Schedule A (the "**Amended Expiration Date**").

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree to the following.

1. 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.

2. Effect of Amendment. Except as specifically set forth in this Agreement, the terms of the Warrants remain in full force and effect.

3. Counterparts. This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal E-SIGN Act of 2000, e.g., www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

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

Company:

Holder:

KNOW LABS, INC.

RONALD P. ERICKSON

By: /s/ Peter Conley
 Name: Peter Conley

/s/ Ronald P. Erickson

Title: Chief Financial Officer

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SCHEDULE A

Warrant No./Class	Issue Date	No. Warrant Shares	Exercise Price	Current Expiration Date	Amended Expiration Date
Ronald P. Erickson Warrant	01-31-2018	855,000	\$0.25	01-30-2023	01-30-2024

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**EXTENSION OF WARRANT AGREEMENT
January 19, 2023**

THIS EXTENSION OF WARRANT AGREEMENT (this "**Agreement**") is made and entered into as of January 19, 2023, by and between J3E2A2Z LP (the "**Holder**") and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the "**Company**").

RECITALS

WHEREAS, the Holder owns a certain warrant 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 currently have an expiration date of January 30, 2023; and

WHEREAS, on the date hereof, the Company wishes to amend the Warrants to extend the Expiration Date by one (1) year from the currently stated Expiration Date, as set forth in Schedule A (the "**Amended Expiration Date**").

AGREEMENT

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2. Effect of Amendment. Except as specifically set forth in this Agreement, the terms of the Warrants remain in full force and effect.

3. Counterparts. This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal E-SIGN Act of 2000, e.g., www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

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

Company:

Holder:

KNOW LABS, INC.

J3E2A2Z LP

By: /s/ Peter Conley

/s/ Ronald P. Erickson

Name: Peter Conley

Name: Ronald P. Erickson

Title: Chief Financial Officer

Title: Chairman

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SCHEDULE A

Warrant No./Class	Issue Date	No. Warrant Shares	Exercise Price	Current Expiration Date	Amended Expiration Date
J3E2A2Z LP	01-31-2018	1,039,666	\$0.25	01-30-2023	01-30-2024

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