

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): **December 9, 2022 (December 7, 2022)**

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-37479</u> (Commission File Number)	<u>90-0273142</u> (IRS Employer Identification No.)
<u>500 Union Street, Suite 810, Seattle, Washington</u> (Address of principal executive offices)		<u>98101</u> (Zip Code)
	<u>(206) 903-1351</u> (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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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.

Senior Secured Convertible Redeemable Notes

On December 7, 2022, the Company approved the Amendments below to the senior secured convertible redeemable notes with Clayton Struve, extending the due dates to September 30, 2023.

Extension of Warrant Agreement

On December 7, 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	Current Expiration Date	Amended Expiration Date
Clayton A. Struve Warrant	08-14-2017	1,440,000	\$0.25	08-13-2024	08-13-2025
Clayton A. Struve Warrant	12-12-2017	1,200,000	\$0.25	12-11-2024	12-11-2025
Clayton A. Struve Warrant	08-04-2016	1,785,715	\$0.25	08-04-2024	08-04-2025
Clayton A. Struve Warrant	02-28-2018	1,344,000	\$0.25	02-28-2024	02-28-2025

Item 9.01 Financial Statements and Exhibits.

Exhibits.

Exhibit No.	Description of Exhibit
<u>10.1</u>	<u>Amendment 8 dated December 7, 2022 to Senior Secured Convertible Redeemable Note dated September 30, 2016 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.</u>
<u>10.2</u>	<u>Amendment 8 dated December 7, 2022 to Senior Secured Convertible Redeemable Note dated August 14, 2017 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.</u>
<u>10.3</u>	<u>Amendment 8 dated December 7, 2022 to Senior Secured Convertible Redeemable Note dated December 12, 2017 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.</u>
<u>10.4</u>	<u>Amendment 7 dated December 7, 2022 to Senior Secured Convertible Redeemable Note dated February 28, 2018 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.</u>
<u>10.5</u>	<u>Extension of Warrant Agreement dated December 7, 2022 by and between Know Labs, Inc. and Clayton A. Struve. Filed herewith.</u>
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: December 9, 2022

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

**AMENDMENT NO. 8 TO
10% CONVERTIBLE REDEEMABLE NOTE
DATED SEPTEMBER 30, 2016**

This AMENDMENT NO. 8 TO 10% REDEEMABLE NOTE dated SEPTEMBER 30, 2016 (this “**Amendment**”) is made and entered into as of December 7, 2022, by and between Clayton A. Struve (the “**Holder**”) and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

RECITALS

WHEREAS, the Company is a party to that certain 10% Convertible Redeemable Note, dated September 30, 2016, as amended (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 September 30, 2022; and

WHEREAS, the Holder and the Company wish to amend the Note to extend the Maturity Date by one year, in exchange for which the Company will agree to extend the termination date of warrants held by the Holder by one year, pursuant to the terms and conditions of an Extension of Warrant Agreement to be entered into between the Company and the Holder simultaneously with this Amendment (the “**Extension Agreement**”).

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 Maturity Date. Subject to and in exchange for the Company’s entry into the Extension Agreement, the Maturity Date of the Note is hereby amended to September 30, 2023.

2. Effect of Amendment. The parties hereto agree that the amendments described above are effective retroactively to September 30, 2022. Except as specifically set forth in this Amendment, the terms of the Note remain in full force and effect.

3. Counterparts. This Amendment 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 ESIGN 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 Amendment as of the date first above written.

Company:

KNOW LABS, INC.

By: /s/ Ronald P. Erickson
Name: Ronald P. Erickson
Title: Chairman

Holder:

CLAYTON A. STRUVE

By: /s/ Clayton A. Struve
Clayton A. Struve

**AMENDMENT NO. 8 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED AUGUST 14, 2017**

This AMENDMENT NO. 8 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE dated AUGUST 14, 2017 (this “ **Amendment**”) is made and entered into as of December 7, 2022, by and between Clayton A. Struve (the “**Holder**”) and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

RECITALS

WHEREAS, the Company is a party to that certain Senior Secured Convertible Redeemable Debenture, dated August 14, 2017, as amended (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 September 30, 2022; and

WHEREAS, the Holder and the Company wish to amend the Debenture to extend the Maturity Date by one year, in exchange for which the Company will agree to extend the termination date of warrants held by the Holder by one year, pursuant to the terms and conditions of an Extension of Warrant Agreement to be entered into between the Company and the Holder simultaneously with this Amendment (the “**Extension Agreement**”).

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 Maturity Date. Subject to and in exchange for the Company’s entry into the Extension Agreement, the Maturity Date of the Debenture is hereby amended to September 30, 2023.

2. Effect of Amendment. The parties hereto agree that the amendments described above are effective retroactively to September 30, 2022. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

3. Counterparts. This Amendment 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 ESIGN 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 Amendment as of the date first above written.

Company:

KNOW LABS, INC.

By: /s/ Ronald P. Erickson
Name: Ronald P. Erickson
Title: Chairman

Holder:

CLAYTON A. STRUVE

By: /s/ Clayton A. Struve
Clayton A. Struve

**AMENDMENT NO. 8 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED DECEMBER 12, 2017**

This AMENDMENT NO. 8 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE dated DECEMBER 12, 2017 (this “ **Amendment**”) is made and entered into as of December 7, 2022, by and between Clayton A. Struve (the “**Holder**”) and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

RECITALS

WHEREAS, the Company is a party to that certain Senior Secured Convertible Redeemable Debenture, dated December 12, 2017, as amended (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 September 30, 2022; and

WHEREAS, the Holder and the Company wish to amend the Debenture to extend the Maturity Date by one year, in exchange for which the Company will agree to extend the termination date of warrants held by the Holder by one year, pursuant to the terms and conditions of an Extension of Warrant Agreement to be entered into between the Company and the Holder simultaneously with this Amendment (the “**Extension Agreement**”).

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 Maturity Date. Subject to and in exchange for the Company’s entry into the Extension Agreement, the Maturity Date of the Debenture is hereby amended to September 30, 2023.

2. Effect of Amendment. The parties hereto agree that the amendments described above are effective retroactively to September 30, 2022. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

3. Counterparts. This Amendment 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 ESIGN 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 Amendment as of the date first above written.

Company:

KNOW LABS, INC.

By: /s/ Ronald P. Erickson
Name: Ronald P. Erickson
Title: Chairman

Holder:

CLAYTON A. STRUVE

By: /s/ Clayton A. Struve
Clayton A. Struve

**AMENDMENT NO. 7 TO
SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE
DATED FEBRUARY 28, 2018**

This AMENDMENT NO. 7 TO SENIOR SECURED CONVERTIBLE REDEEMABLE DEBENTURE dated FEBRUARY 28, 2018 (this “ **Amendment**”) is made and entered into as of December 7, 2022, by and between Clayton A. Struve (the “**Holder**”) and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the “**Company**”).

RECITALS

WHEREAS, the Company is a party to that certain Senior Secured Convertible Redeemable Debenture, dated February 28, 2018, as amended (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 September 30, 2022; and

WHEREAS, the Holder and the Company wish to amend the Debenture to extend the Maturity Date by one year, in exchange for which the Company will agree to extend the termination date of warrants held by the Holder by one year, pursuant to the terms and conditions of an Extension of Warrant Agreement to be entered into between the Company and the Holder simultaneously with this Amendment (the “**Extension Agreement**”).

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 Maturity Date. Subject to and in exchange for the Company’s entry into the Extension Agreement, the Maturity Date of the Debenture is hereby amended to September 30, 2023.

2. Effect of Amendment. The parties hereto agree that the amendments described above are effective retroactively to September 30, 2022. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

3. Counterparts. This Amendment 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 ESIGN 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 Amendment as of the date first above written.

Company:

KNOW LABS, INC.

By: /s/ Ronald P. Erickson
Name: Ronald P. Erickson
Title: Chairman

Holder:

CLAYTON A. STRUVE

By: /s/ Clayton A. Struve
Clayton A. Struve

EXTENSION OF WARRANT AGREEMENT
December 7, 2022

THIS EXTENSION OF WARRANT AGREEMENT (this "**Agreement**") is made and entered into as of December 7, 2022, by and between Clayton A. Struve (the "**Holder**") and Know Labs, Inc., a Nevada corporation f/k/a Visualant, Incorporated (the "**Company**").

RECITALS

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 currently have varying Expiration Dates throughout 2024; and

WHEREAS, on the date hereof, the Holder and the Company extended the maturity dates of certain promissory notes and debentures held by the Holder, and as consideration for such extension, the Company wishes to amend the Warrants to extend the Expiration Dates by one (1) year from the currently stated Expiration Dates, as set forth in Schedule A (the "**Amended Expiration Dates**").

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 Dates 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 ESIGN 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:

KNOW LABS, INC.

By: /s/ Ronald P. Erickson
 Name: Ronald P. Erickson
 Title: Chairman

Holder:

CLAYTON A. STRUVE

By: /s/ Clayton A. Struve
 Clayton A. Struve

SCHEDULE A

Warrant No./Class	Issue Date	No. Warrant Shares	Exercise Price	Current Expiration Date	Amended Expiration Date
Clayton A. Struve Warrant	08-14-2017	1,440,000	\$ 0.25	08-13-2024	08-13-2025
Clayton A. Struve Warrant	12-12-2017	1,200,000	\$ 0.25	12-11-2024	12-11-2025
Clayton A. Struve Warrant	08-04-2016	1,785,715	\$ 0.25	08-04-2024	08-04-2025
Clayton A. Struve Warrant	02-28-2018	1,344,000	\$ 0.25	02-28-2024	02-28-2025