

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 25, 2023**

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-30262

(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:

<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 January 25, 2023, the Company approved the Amendments below to the senior secured convertible redeemable notes with Ronald P. Erickson and/or entities with which he is affiliated, extending the due dates to September 30, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
<u>10.1</u>	<u>Amendment 9 dated January 25, 2023 to Convertible Redeemable Promissory Note dated January 31, 2018, by and between Know Labs, Inc. and J3E2A2Z LP. Filed herewith.</u>
<u>10.2</u>	<u>Amendment 9 dated January 25, 2023 to Convertible Redeemable Promissory Note dated January 31, 2018, by and between Know Labs, Inc. and J3E2A2Z LP. 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: January 25, 2023

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chief Executive Officer

**AMENDMENT NO. 9 TO
CONVERTIBLE REDEEMABLE PROMISSORY NOTE
DATED JANUARY 31, 2018**

This AMENDMENT NO. 9 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 January 25, 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 Company is a party to that certain Convertible Redeemable Promissory Note dated January 31, 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 Promissory Note currently has a Maturity Date of January 30, 2023; and

WHEREAS, the Holder and the Company wish to amend the Promissory Note to extend the Maturity Date;

AGREEMENT

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree to the following.

1. Amendment of Maturity Date. 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 immediately. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

3. Interest Rate. The interest rate remains 6%.

4. 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.

(signature page follows)

Company:

KNOW LABS, INC.

By: /s/ Peter Conley

Name: Peter Conley

Title: Chief Financial Officer

Holder:

J3E2A2Z LP

By: /s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Manager

**AMENDMENT NO. 9 TO
CONVERTIBLE REDEEMABLE PROMISSORY NOTE
DATED JANUARY 31, 2018**

This AMENDMENT NO. 9 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 January 25, 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 Company is a party to that certain Convertible Redeemable Promissory Note dated January 31, 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 Promissory Note currently has a Maturity Date of January 30, 2023; and

WHEREAS, the Holder and the Company wish to amend the Promissory Note to extend the Maturity Date;

AGREEMENT

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree to the following.

1. Amendment of Maturity Date. 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 immediately. Except as specifically set forth in this Amendment, the terms of the Debenture remain in full force and effect.

3. Interest Rate. The interest rate is 6%.

4. 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 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 Amendment as of the date first above written.

(signature page follows)

Company:

KNOW LABS, INC.

By: /s/ Peter Conley

Name: Peter Conley

Title: Chief Financial Officer

Holder:

J3E2A2Z LP

By: /s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Manage