

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): November 8, 2023

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>
<u>Common Stock, par value \$0.001</u>	<u>KNW</u>	<u>NYSE American LLC</u>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 3, 2023, the Board of Directors (“Board”) of Know Labs, Inc. (the “Company”) appointed Larry K. Ellingson, John Cronin and Timothy M. Londergan, as new non-employee members of the Board. Messrs. Ellingson, Cronin, and Londergan are deemed to qualify as independent under the director independence standards set forth in the rules and regulations of the SEC and applicable NYSE listing standards.

There are no arrangements or understandings between Messrs. Ellingson, Cronin, and Londergan and any other person pursuant to which Messrs. Ellingson, Cronin, and Londergan were selected as a director of the Company, and there are no family relationships between Messrs. Ellingson, Cronin, and Londergan and any of the Company’s Directors or executive officers. There are no transactions to which the Company is a party and in which Messrs. Ellingson, Cronin, and Londergan has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K, except that on August 11, 2022, the Company entered into an Intellectual Property Services Agreement with ipCapital Group, Inc., a company associated with Mr. Cronin, for professional services related to developing a more robust and valuable IP portfolio. As of the year ended September 30, 2023, the Company has paid ipCapital Group approximately \$713,000 in professional fees.

Initial Board Committee assignments for Messrs. Ellingson, Cronin, and Londergan have not been determined at the time of this filing. This filing will be amended to include that information when available.

As with other non-employee directors of the Corporation, Messrs. Ellingson, Cronin, and Londergan will each receive an annual stock option grant under the Know Labs, Inc. 2021 Equity Incentive Plan at the end of each fiscal year and an annual cash retainer of \$10,000-\$12,500 as consideration for their board services.

Below is a description of Messrs. Ellingson, Cronin, and Londergan’s professional work experience.

John Cronin, 68, is an experienced inventor and intellectual property strategist. Mr. Cronin is Chairman and CEO of ipCapital Group, Inc. (“ipCG”), a globally recognized IP strategy consulting firm founded in 1998, offering more than 45 different services. Mr. Cronin has authored greater than 1,600 patents and applications across hundreds of technology spaces, leveraging the ipCapital Methodology. Before forming ipCG, Mr. Cronin spent over 17 years at IBM and became its top inventor with over 100 patents and 150 patent publications. He created and ran the IBM Patent Factory, which was essential in helping IBM become number one in US patents and led the team that contributed to the startup and success of IBM’s licensing program. Mr. Cronin is also the Chair of the Board of Directors of AdrenalineIP, Chairman of IX-Innovations, and is the Founder of HarvestWeb, a 501(c)3 charitable organization that provides an easy online way to make donations to food pantries.

Mr. Cronin has a B.S. (E.E.), an M.S. (E.E), and a B.A. degree in Psychology from the University of Vermont.

Timothy M. Londergan, Ph.D., 50, is a creative and results oriented business executive with 20 years of experience with early-stage technology companies. In May 2020, Mr. Londergan founded Tangibly, Inc., a company focused on helping companies manage their most valuable assets, trade secrets, through an innovative AI platform that can analyze patents and predict related trade secrets. Mr. Londergan continues to act as CEO of Tangibly, Inc. From May 2017-2021, Mr. Londergan founded and was CEO of WaveFront Venture Labs Pte Ltd, focused on helping leading Fortune 100 corporations incubate new companies based on highly promising, yet currently dormant technologies and was developing a platform to systematically evaluate and extract the most promising technologies trapped inside these companies and create paths to market for them via new company formation. WaveFront was acquired by Boustead Securities in 2021. From January 2018 to June 2020, Mr. Londergan was co-founder and CEO of Operem, Inc., a company that created blockchain based tools for managing intangible assets and was acquired by Abaxx. Mr. Londergan was recently named IAM 300 World’s Leading IP Strategist 2023.

Mr. Londergan has 30+ issued patents, 20+ applications along with over 20 publications in peer reviewed journals and conference proceedings.

Mr. Londergan holds a Ph.D. in Organic Chemistry, 1998, from the University of Southern California and a B.S. in Chemistry, 1995, from St. Bonaventure University.

Larry K. Ellingson, 77, holds a BS, Pharmacy, from North Dakota State University (NDSU), Fargo, North Dakota and an Executive MBA from Babson College, Babson Park, Massachusetts.

From April 23, 2019 to present, Mr. Ellingson has served as a member of Know Labs advisory board. From 2013 to present, Mr. Ellingson is Co-Founder of the Diabetes Leadership Council and Vice Chair Global initiatives. Since 2006 to present, Mr. Ellingson has been President of Global Diabetes Consulting LTD.

Mr. Ellingson retired from Eli Lilly and Company in May 2001 after having been involved as a leader of global diabetes for Lilly for more than half of his career. He has held several other positions at Lilly including Director of Pharmaceutical New Product Planning for gastrointestinal, skeletal, endocrine and infectious diseases, along with responsibility for marketed products in those areas in the late 1980's.

Mr. Ellingson continues to remain active with committee work and board positions for a multitude of organizations, among them are NDSU, Research Park, International Diabetes Federation, Academy of Nutrition and Dietetics, Nurse Practitioners Healthcare Foundation and the American Diabetes Association®. His contributions to the Association have been abundant and far-reaching and have spanned over 20 years. He has held numerous positions within the Association such as member of the Industry Advisory, Strategic Marketing Task Force, Strategic Planning Task Force, Big Ticket Task Force, Pinnacle Society and the Income Development Committee. He has been Chair or Vice Chair for an equally extensive list of bodies within the Association including the Board of Directors, Fundraising Committee, Executive Committee and Nominating Committee. He has unquestionably been a positive force and an integral part of mission delivery.

Mr. Ellingson has been honored several times for his achievements in his field. He was honored by being the first and only non-scientist to receive Eli Lilly's President's Award and the Lilly Research Award for contributions to diabetes research. In 2001, Eli Lilly created the Ellingson Legacy Award to honor those who provide outstanding service to the customer. Ellingson was the first recipient of the award. The ADA, Indiana affiliate awarded Mr. Ellingson the J.K. Lilly Award in 2004 for his contributions & service to the field of diabetes. NDSU awarded him the highest honor in 2007, naming him An Outstanding Alumni of the Year for his contributions to the field and to the University. The American Diabetes Association® recognized Mr. Ellingson in 2006 with the Charles H. Best Medal for Outstanding Service for his exceptional contributions as Chair of the Board. The ADA recognized Mr. Ellingson with the prestigious Wendell Mayes Jr. Award in 2013 for his long-term service in diabetes. Mr. Ellingson received an Honorary Membership in 2020 to the Academy of Nutrition and Dietetics for his contributions to the Academy. He continues to be engaged in diabetes programs and projects through the Diabetes Leadership Council which he cofounded in 2013.

Item 7.01 Regulation FD Disclosure.

On November 8, 2023, the Company published a press release regarding the appointment of Messrs. Ellingson, Cronin, and Londergan. A copy of the press release is attached hereto as Exhibit 99.1

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated November 8, 2023.
104	Cover 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: November 8, 2023

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board



**Know Labs Expands Board of Directors
Appoints Three New Directors with Deep Sector Expertise**

SEATTLE – November 8, 2023 – Know Labs, Inc. (NYSE American: KNW), an emerging developer of non-invasive medical diagnostic technology, today announced the appointment of three new members to the Company’s Board of Directors. These appointments increase the number of Directors to seven. Each new Director brings to the board extensive sector-relevant experience with deep knowledge of the science and the marketplace that is the focus of Know Labs. The new appointees are John Cronin, Larry Ellingson and Tim Londergan.

John Cronin is the founder and CEO of ipCapital Group, Inc., a leading global advisory company on intellectual property strategy and monetization. Cronin began his career at IBM where he was the sole inventor of breakthrough chip design technology that became the company’s most valuable patent, generating \$500 million in revenue. He went on to create the IBM Patent Factory and grew IBM’s patent portfolio from ninth to number one in the world. He played a pivotal role in increasing IBM’s patent licensing revenue from \$30 million to over \$2 billion a year. Cronin has been a strategic advisor and consultant to Know Labs, supporting the company’s expanding patent portfolio from 86 to 246 patents issued, pending and in process over the last twelve months, increasing its global leadership in the non-invasive blood glucose monitoring category.

Larry Ellingson has been a member of Know Labs’ Medical Advisory Board for the past four years. Ellingson’s insight and global relationships have been instrumental in shaping Know Labs’ strategy and opening important doors in the diabetes industry. Ellingson’s background includes 30 years with Eli Lilly where he headed the multibillion-dollar annual revenue Diabetes Care business unit. Ellingson has been an advocate for accessible and affordable diagnosis and treatment through his activities with diabetes focused non-profit organizations. Among his many activities he has served as Chairman of the Board of the American Diabetes Association and has been the Vice-Chairman of the Board of the Diabetes Leadership Council for the last several years.

Tim Londergan is the founder and CEO of Tangibly, Inc., developer of the globe’s pre-eminent trade secret management platform. Trade secrets are a key component of an IP asset base and include the company’s proprietary algorithms. Londergan has a Ph.D. in Chemistry and experience as a CEO and COO of technology companies, including Lumera, Wavefront Venture Labs and Operem. He spent several years as Head of Commercial Development at Intellectual Ventures--a six-billion-dollar global intellectual property fund. In that role he managed a project between Intellectual Ventures and Know Labs to enhance Know Labs’ IP portfolio. Recently, Londergan was named IAM 300 World’s Leading IP Strategist 2023.

“We are fortunate to be able to attract to our board these respected individuals whose areas of expertise are directly related to the work we have underway,” said Ron Erickson, CEO and Chairman at Know Labs. “Their insights will help us build upon the knowledge and skills of our other board members and our own team as we refine our technology, expand our IP asset base, work on strategic collaboration opportunities, and prepare for submission and hoped-for FDA clearance of our non-invasive blood glucose monitoring device. We are thrilled to have John Cronin, Larry Ellingson and Tim Londergan join our Board of Directors.”

For more information on Know Labs, visit www.knowlabs.co.

About Know Labs, Inc.

Know Labs, Inc. is a public company whose shares trade on the NYSE American Exchange under the stock symbol “KNW.” The Company’s platform technology uses spectroscopy to direct electromagnetic energy through a substance or material to capture a unique molecular signature. The technology can be integrated into a variety of wearable, mobile or bench-top form factors. This patented and patent-pending technology makes it possible to effectively identify and monitor analytes that could only previously be performed by invasive and/or expensive and time-consuming lab-based tests. The first application of the technology will be in a product marketed as a non-invasive glucose monitor. The device will provide the user with accessible and affordable real-time information on blood glucose levels. This product will require U.S. Food and Drug Administration clearance prior to its introduction to the market.

Safe Harbor Statement

This release contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements appear in a number of places in this release and include all statements that are not statements of historical fact regarding the intent, belief or current expectations of Know Labs, Inc., its directors or its officers with respect to, among other things: (i) financing plans; (ii) trends affecting its financial condition or results of operations; (iii) growth strategy and operating strategy; and (iv) performance of products. You can identify these statements by the use of the words “may,” “will,” “could,” “should,” “would,” “plans,” “expects,” “anticipates,” “continue,” “estimate,” “project,” “intend,” “likely,” “forecast,” “probable,” “potential,” and similar expressions and variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond Know Labs, Inc.’s ability to control, and actual results may differ materially from those projected in the forward-looking statements as a result of various factors. These risks and uncertainties also include such additional risk factors as are discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended September 30, 2022, Forms 10-Q and 8-K, and in other filings we make with the Securities and Exchange Commission from time to time. These documents are available on the SEC Filings section of the Investor Relations section of our website at www.knowlabs.co. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

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