

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 17, 2024

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>619 Western Avenue, Suite 610, Seattle, Washington</u> (Address of principal executive offices)		<u>98104</u> (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>
<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 1.01 Entry into a Material Definitive Agreement**Amendment of Extension of Warrant Agreement**

On December 17, 2024, the Company approved the Extension of Warrant Agreement with Clayton Struve, extending the exercise dates as follows:

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	08-13-2025	08-13-2030
Clayton A. Struve Warrant	12-12-2017	1,200,000	\$0.25	12-11-2025	12-11-2030
Clayton A. Struve Warrant	08-04-2016	1,785,715	\$0.25	08-04-2025	08-04-2030
Clayton A. Struve Warrant	02-28-2018	1,344,000	\$0.25	02-28-2025	02-28-2030

Item 9.01 Financial Statements and Exhibits.Exhibits.

Exhibit No.	Description of Exhibit
10.1	Extension of Warrant Agreement dated December 17, 2024 by and between Know Labs, Inc. and Clayton A. Struve. 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: December 18, 2024

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

EXTENSION OF WARRANT AGREEMENT

December 17, 2024

THIS EXTENSION OF WARRANT AGREEMENT (this “**Agreement**”) is made and entered into as of December 17, 2024, 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 2025; and

WHEREAS, on the date first above, the Holder and the Company agreed to extend 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 five (5) years 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, upon formal approval of the Board of Directors of the Company, 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.

/s/ Ronald P. Erickson

By:
Name: Ronald P. Erickson
Title: Chairman and CEO

Holder:

CLAYTON A. STRUVE

/s/ Clayton A. Struve

By:
Clayton A. Struve

SCHEDULE A

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