

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 29, 2025

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 29, 2025, NYSE American LLC (“*NYSE American*” or the “*Exchange*”) publicly announced and provided a notice to Know Labs, Inc. (the “*Company*”) that the NYSE Regulation has suspended trading of, and determined to commence proceedings to delist, the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), from NYSE American. NYSE Regulation has determined that the Company is no longer suitable for listing pursuant to Section 1003(f)(v) of the NYSE American Company Guide (the “*Company Guide*”) due to the low selling price of the Common Stock.

The Company has a right to a review of the staff’s determination to delist the Company’s common stock by the Listings Qualifications Panel of the Committee for Review of the Board of Directors of the NYSE American. The Company’s request for such a review must be made by February 5, 2025. The Company intends to request a review of the staff’s determination and appeal this determination, however, there can be no assurance that the appeal will be successful. The NYSE will apply to the Securities and Exchange Commission to delist the Company’s common stock pending completion of applicable procedures, including any appeal by the Company of the staff’s determination.

The Company’s common stock began trading under the trading symbol “*KNWN*” on the OTC Pink Market operated on the OTC Markets system effective with the open of the markets on January 30, 2025. The Company intends to apply to have its common stock quoted on the OTCQB on the OTC Markets; however, there can be no assurances that its common stock will be approved, or will continue, to be traded on such market.

Item 8.01 Other Events.

On January 30, 2025, the Company issued a press release discussing the matters disclosed in Item 3.01 above. A copy of the press release is included herewith as Exhibit 99.1, which is incorporated by reference into this Item 8.01.

Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon current expectations and involve certain risks and uncertainties, including the trading in the Company’s Securities on the NYSE American and the Company’s ability to appeal the delisting of the Securities by NYSE American. Additional information and key risks applicable to these statements are described in the Company’s reports on Forms 8-K, 10-Q and 10-K and other filings the Company makes with the SEC. All of the forward-looking statements in this Current Report on Form 8-K are qualified by these cautionary statements, and actual results or developments may differ materially from those in these forward-looking statements. The Company assumes no obligation to publicly update or revise any forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press Release dated January 30, 2025
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: January 31, 2025

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

Know Labs Responds to NYSE Commencement of Proceedings to Delist**Know Labs Trading as “KNWN” on the OTC Market**

Seattle, WA – January 30, 2025 – Know Labs, Inc. (NYSE American: KNW), a pioneering leader in the development and application of radio frequency dielectric spectroscopy (RFDS), announced today it is working on certain curative actions to regain compliance to maintain its listing and appeal the NYSE's determination to delist its common stock to the Listings Qualifications Panel of the Exchange. The Company's stock will be suspended from trading on the NYSE American during this time. NYSE Regulation is commencing delisting proceedings in connection with its determination, announced today, that the Company is no longer suitable for listing pursuant to Section 1003(f)(v) of the NYSE American Company Guide due to the bid price falling under \$.10.

In the interim, effective January 29, 2025, FINRA's Department of Market Operations has assigned the symbol "KNWN" for quotation and trading of the Company's stock in the over-the-counter market (OTC Markets).

Know Labs's CEO, Ron Erickson, stated, "It is unfortunate that Know Labs is having to contend with this at a time when it has just initiated a licensing program of its platform technology, continued to receive peer reviewed recognition of our work, successfully reduced overhead, and continued to advance our proprietary technology. We continue to believe the Company has a bright future and the actions of NYSE will in no way deter our commitment to strengthen our relationships with our shareholders and all our stakeholders in order to advance the Company's business plan and increase shareholder value. We remain steadfast in our goal to deliver non-invasive diagnostics to the marketplace with a first focus on blood glucose monitoring. As we work through this process with the NYSE, we want to thank shareholders and stakeholders for their support."

About Know Labs, Inc.

Know Labs, Inc.'s platform technology uses radio frequency spectroscopy to direct electromagnetic energy through a substance or material to capture a unique molecular signature. The technology is designed to be able to integrate into a variety of wearable, mobile or bench-top form factors. The Company believes that 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. Among the Company's first expected applications of the technology will be in a product marketed as a non-invasive glucose monitor. The device is designed to provide the user with accessible and affordable real-time information on blood glucose levels. This product will require U.S. Food and Drug Administration (FDA) clearance prior to its introduction to the market. Other products, developed through KTL may not require such prior FDA approval.

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, 2024, 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.

View source version on businesswire.com:

<https://www.businesswire.com/news/home/xxxxxxxxxxx>

Know Labs, Inc. Contact:

Investor Relations
T: 206-903-1351
ask@knowlabs.co