

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): February 10, 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>
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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

The Board of Directors of Know Labs, Inc., a Nevada corporation (the “Company”) approved a reverse stock split of the Company’s authorized and issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”) at a ratio of 1-for-40 (the “Reverse Stock Split”). The Company filed a Certificate of Change (the “Certificate of Change”) pursuant to Nevada Revised Statutes Section 78.209 with the Secretary of State of the State of Nevada on February 10, 2025.

The Reverse Stock Split was processed and announced by FINRA on February 18, 2025, and the shares of Common Stock will begin trading on a post-split basis on the OTC Pink Market under the trading symbol “KNWND”, temporarily allotted for twenty (20) days, on February 19, 2025 (the “Effective Date”). The Company’s shares will continue to trade under the OTC allotted “KNWN” symbol following the 20 day period on the OTC Pink Market.

In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 499238202.

Pursuant to the laws of the State of Nevada, the Company’s state of incorporation, the Company’s Board of Directors has the authority to effect a reverse stock split without stockholder approval if the number of authorized shares of Common Stock and the number of outstanding shares of Common Stock are proportionally reduced.

Split Adjustment; Treatment of Fractional Shares

As a result of the Reverse Stock Split, on the Effective Date, the number of shares of the Company’s authorized Common Stock will be reduced from 300,000,000 shares to 7,500,000 shares and each forty (40) shares of Common Stock outstanding will automatically combine into one (1) new share of Common Stock without any action on the part of the holders, and the number of outstanding shares Common Stock will be reduced from 112,423,912 shares to approximately 2,810,598 shares (subject to rounding of fractional shares).

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-Reverse Stock Split shares of the Company’s Common Stock not evenly divisible by 40 will, in lieu of a fractional share, automatically be entitled to receive an additional fractional share of the Company’s Common Stock to round up to the next whole number. The Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

Capitalization; Adjustment of Outstanding Securities

The Reverse Stock Split has no effect on the par value of the Company’s Common Stock or authorized or outstanding shares of preferred stock, and did not modify any voting rights or other terms of the Common Stock or preferred stock. Immediately after the Reverse Stock Split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain unchanged, except for minor changes and adjustments that will result from the treatment of fractional shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Stock Split.

Stockholders who are holding their shares in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent and registrar, Equiniti Trust Company. Equiniti Trust Company will issue a new stock certificate reflecting the Reverse Stock Split to each requesting stockholder.

The Reverse Stock Split is being effected for the primary purpose of meeting the per share price requirements for our Common Stock in order to maintain the listing of our Common Stock on the NYSE American.

Certificate of Change

The above description of the Certificate of Change and the Reverse Stock Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Change, a copy of which is attached hereto as Exhibit 3.1, as filed with the Secretary of State of the State of Nevada on February 10, 2025 (effective as of February 19, 2025).

Item 7.01 Regulation FD Disclosure.

On February 18, 2025, Know Labs, Inc. (the “Company”) issued a press release announcing the Effective Date of the Reverse Stock Split.

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.

(d) Exhibits

[3.1](#) [Certificate of Change filed with the Secretary of State of the State of Nevada on February 10, 2025.](#)

[99.1](#) [Press Release dated February 18, 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: February 18, 2025

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

Filed in the Office of  Secretary of State State Of Nevada	Business Number C23651-1998
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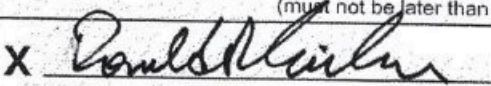
FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px; width: 100%;">Know Labs, Inc.</div> Entity or Nevada Business Identification Number (NVID): NV19981350302		
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 300,000,000 shares of common stock, \$0.001 par value per share; 5,000,000 shares of preferred stock, \$0.001 par value per share.		
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 7,500,000 shares of common stock, \$0.001 par value per share; 5,000,000 shares of preferred stock, \$0.001 par value per share.		
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: One (1) share of common stock will be issued in exchange for every forty (40) common stock shares issued and outstanding.		
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: All fractional shares of common stock that would otherwise result from the change will be rounded up to the nearest whole share/		
6. Provisions:	The required approval of the stockholders has been obtained.		
7. Effective date and time: (Optional)	Date: 	Time: 	(must not be later than 90 days after the certificate is filed)
8. Signature: (Required)	X  Signature of Officer		CEO Title
			Date 01/29/2025

This form must be accompanied by appropriate fees.
 If necessary, additional pages may be attached to this form.

Know Labs Announces Reverse Stock Split Effective February 19 2025

Seattle, WA – February 18, 2025 – Know Labs, Inc. (previously NYSE American: KNW, now OTC Pink Markets: KNWN), a pioneering leader in the development and application of radio frequency dielectric spectroscopy (RFDS), announced today a 1 for 40 reverse stock split of its authorized and issued and outstanding shares of common stock. The reverse stock split was announced on February 18, 2025. The reverse stock split will be effective as of the morning of February 19, 2025, and the Company's common stock will trade on the OTC Pink Market on a post-split basis at the beginning of trading on the same date temporarily, for a period of twenty days, under the trading symbol "KNWND." As previously announced, 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 pink market (OTC Pink Market). The Company's shares will continue to trade under the "KNWN" symbol following the 20-day period.

The CUSIP number for the common stock following the reverse stock split will be 499238202.

The reverse split, which applies to both issued and outstanding as well as authorized shares was the result of action taken by the Company's Board of Directors in order to assist in regaining compliance with NYSE American listing criteria. The Company is currently appealing the delisting process to the Listings Qualifications Panel of the Exchange. The Company's stock will be suspended from trading on the NYSE American during the pendency of the appeal. NYSE Regulation commenced delisting proceedings in connection with its determination, 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. The Company will continue working on certain additional curative actions to regain compliance to maintain any additional listing standards while it awaits its appeal.

Know Labs's CEO, Ron Erickson, stated, "On several occasions, during my career, both as an investor and as a manager, I have experienced the impact of reverse stock splits. A reverse stock split is not something that I, or the Board of Directors, take lightly. We believe it is in the best interests of the Company to maintain its listing on the NYSE American. A reverse stock split is one component of our efforts to maintain that listing. Although I have an opinion, I will not speculate on the forces that have caused our stock price to diminish over time to a level which is unreflective of the value we have created at the Company. We have developed a unique platform technology with significant patent protection and acknowledgment in peer reviewed journals. Our intrinsic value is not appreciated by the public market. We expect near-term revenues from our recently announced Know Labs Technology Licensing (KTL) undertaking. Meanwhile, we continue to work on our medical diagnostic efforts with our focus on blood glucose monitoring. To all our shareholders, we want to express our sincere thanks for your support as we navigate the often-treacherous waters of the public marketplace."

About Know Labs Technology Licensing (KTL)

Know Labs Technology Licensing (KTL) is the dedicated licensing division of Know Labs, Inc. (OTC: KNWN), facilitating the global adoption of its patented Radio Frequency Dielectric Spectroscopy (RFDS) technology. With an extensive intellectual property portfolio, a structured licensing framework, and the proprietary e-RFDS[®] digital watermark, KTL enables corporations, universities, and research institutions to innovate with confidence while securing their developments from counterfeiting and unauthorized use.

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.

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