

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 18, 2025

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-37479

(Commission File Number)

90-0273142

(IRS Employer
Identification No.)

619 Western Avenue, Suite 610, Seattle, Washington

(Address of principal executive offices)

98104

(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:

Title of each class

Common Stock, par value \$0.001

Trading Symbol(s)

KNWN

Name of each exchange on which registered

OTC Pink Markets

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 7.01 Regulation FD Disclosure.

On February 21, 2025, Know Labs, Inc., a Nevada corporation (the “Company”) issued a press release announcing the cancellation of its special meeting of stockholders described under Item 8.01 below.

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 8.01 Other Events

On January 17, 2025, the Company filed a definitive proxy statement on Schedule 14A (the “Proxy Statement”) in connection with the Company’s special meeting of stockholders scheduled for March 7, 2025 (the “Special Meeting”) to seek the approval of its stockholders to implement a reverse stock split by a ratio of not more than 1-for-15. On February 18, 2025, the Company’s Board of Directors approved the cancellation of the Special Meeting and to withdraw from consideration by the Company’s stockholders the proposals set forth in the Proxy Statement as they are no longer necessary.

As previously disclosed on Form 8-K filed on February 18, 2025, the Company announced 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”). Pursuant to the laws of the State of Nevada, 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.

The Reverse Stock Split was announced by FINRA on February 18, 2025 and the shares of Common Stock began trading on a post-split basis on the OTC Pink Market under the Company’s OTC trading symbol “KNWND”, temporarily allotted for twenty (20) days, effective on February 19, 2025.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press Release dated February 21, 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 21, 2025

KNOW LABS, INC.

/s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chairman of the Board

Know Labs Announces Cancellation of Special Meeting of Stockholders

Seattle, WA – February 21, 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 the cancellation of the Special Meeting of Stockholders previously scheduled for March 7, 2025 (Special Meeting), which was intended to seek approval for a reverse stock split.

The Company's decision to cancel the Special Meeting comes after the Company announced a 1 for 40 reverse stock split of its authorized and issued and outstanding shares of common stock on February 18, 2025, which became effective February 19, 2025, and did not require the approval of stockholders.

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

Know Labs, Inc. Contact:

Investor Relations

T: 206-903-1351

ask@knowlabs.co