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 16, 2026

ODYSIGHT.AI INC.
(Exact name of registrant as specified in its charter)

Nevada	001-42497	47-4257143
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

12 Abba Hillel Silver RD, Sasson Hugi Tower Ramat Gan,Israel	5250606
(Address of principal executive offices)	**(Zip Code)**

+972 73 370-4690
(Registrant's telephone number, including area code)

Not Applicable
(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 communication 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-commencements 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 Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	**ODYS**	**Nasdaq Capital Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.02 Results of Operations and Financial Condition.

On November 16, 2026, Odysight.ai, Inc. (the "Company") issued a press release announcing financial results for the nine months ended September 30, 2026 and providing a business update. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information in this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number	Description
99.1	Press release dated November 16, 2026
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.

ODYSIGHT.AI INC.

Date: November 16, 2026

By: */s/ Einav Brenner*
Name: Einav Brenner
Title: Chief Financial Officer

Exhibit 99.1

Odysight.ai Reports Financial Results for the Nine Months Ended September 30, 2026, and Provides Business Update

- **Revenues:** $0.9 million for the first nine months, with fourth-quarter revenues expected to increase compared to the third quarter based on current delivery schedules with customers.
- **Backlog:** $16 million as of September 30, 2026, not yet reflecting a number of fleet-level proposals under negotiation with key customers.
- **Cash position:** approximately $23.2 million and no financial debt, with approximately $1.2 million collected since quarter end, and runway the Company believes will be sufficient, assuming pipeline conversion, to fund its operations into the second quarter of 2028.
- **Commercial milestones:** Over the next 12 months, we aim to complete the current phases of our agreements with several key customers, each structured to create a pathway to broader deployments, while advancing the conversion of our fleet-level proposals under negotiation into signed agreements.

Ramat Gan, Israel, November 16, 2026 – Odysight.ai Inc. (NASDAQ/TASE: ODYS), a leader in AI-powered visual sensing and predictive maintenance (PdM) solutions for the aerospace, defense, and industrial markets, today announces its financial results for the nine months ended September 30, 2026, and provides a business update.

Key Highlights

Revenues of $0.9 million for the nine months ended September 30, 2026; when focusing on the aerospace domain, up 29% compared to revenue in this domain last year. Based on current delivery schedules agreed with our customers, the Company expects to deliver orders from our existing backlog to five customers in the fourth quarter of 2026 and, as a result, we expect revenues for the fourth quarter of 2026 to increase compared to the third quarter of 2026.

Backlog[1] of $16 million as of September 30, 2026; our current backlog does not yet reflect a number of fleet-level proposals currently under negotiation with key customers. We believe these opportunities have the potential to substantially grow our backlog in the near term.

Cash balance[2] of approximately $23.2 million as of September 30, 2026, with no financial debt; in August 2026 we completed a public offering with participation from our chairman, other members of our board of directors and existing shareholders, strengthening our balance sheet as we accelerate our business. We continue to maintain strict cost discipline and see consistent collections from customers, both in Israel and internationally. Since the end of the third quarter, we have collected approximately $1.2 million from some of our key customers.

Based on our current cash balance, our existing backlog and our current forecast and operating plan, which assumes the conversion of certain opportunities in our pipeline into signed agreements, we believe our existing resources will be sufficient to fund our operations into the second quarter of 2028. This estimate is subject to a number of assumptions and uncertainties, including the timing and completion of negotiations with customers, the signing of new agreements, the timing of deliveries and collections, and exchange rate fluctuations, any of which could cause our actual cash needs to differ materially; in addition, we could use our available resources sooner than we currently expect.

Commercial Highlights

- **Major defense customer** (January), two pilot orders – one for monitoring of a critical component within an airborne weapons system, which has been fully delivered, and a second for an operational combat helicopter, which is at an advanced stage of the delivery process.
- **XP Services U.S. Partnership for UH-60 Black Hawk** test flights (March) – completed test flights in June and continued with active flight operations, demonstrating system monitoring capabilities for defined use cases and began presenting the solution to potential U.S. customers.
- **Naval Air Warfare Center Aircraft Division (NAWCAD) Lakehurst, part of the U.S. Navy** (May), Cooperative Research and Development Agreement (CRADA), focusing initially on carrier arresting cables. The project is under delivery. Once completed, it has the potential for expansion into global land-based arresting cables, fixed- and rotary-wing aircraft, ground vehicles, and additional platforms.
- **Honeywell Aerospace** (June), advanced the proof-of-concept collaboration with the APU Division across its Auxiliary Power Units (APU) portfolio, initially focused on the APU air intake. Milestones are under delivery.
- **Elbit Systems on behalf of the Israeli Ministry of Defense** (IMOD) (July), purchase order for integration into several platforms, with delivery milestones underway.
- **Signed a Memorandum of Agreement (MOA) with Boeing** (August) to demonstrate our solutions in laboratory and test environments at two Boeing sites with delivery milestones in progress.
- **NTA Metropolitan Mass Transit System Ltd.** (November), launched a new pilot on the Tel Aviv Light Rail Red Line, with our technology installed to monitor critical railway switches. This is another industrial deployment of our solution in a rail application. Beyond this pilot, we see significant potential for broader deployment across railway networks and infrastructures at large, creating new opportunities for commercial growth while making critical infrastructure safer, more reliable, and more efficient.

Yehu Ofer, Chief Executive Officer:

"The third quarter was about execution: working closely with our key customers to convert our pipeline into orders and deliveries. Our MOA with Boeing and agreements with Honeywell Aerospace, the Israeli Ministry of Defense and the U.S. Navy are each rooted in proven technology solutions across platforms. Each is structured to create a pathway to broader deployment upon successful completion of the current phase, with the potential to expand across multiple portfolios. In addition, our current backlog does not yet reflect a number of fleet-level proposals currently under negotiation with key customers, which we believe have the potential to substantially grow our backlog in the near term. We are continuing to strengthen our technological capabilities while accelerating deliveries, expanding globally and converting opportunities into measurable results, all with a disciplined approach to every dollar we spend. Our focus remains on creating lasting value for our customers and shareholders."

Einav Brenner, Chief Financial Officer:

"Revenues for the first nine months of 2026 were $0.9 million, substantially all from the aerospace domain, with aerospace revenues up 29% compared to the same period last year. As previously communicated, revenues are weighted towards the end of the year as deliveries are in process based on customers' schedules. Backlog stood at $16 million as of September 30, 2026, and we are focused on converting our pipeline into orders in the coming quarters.

Operating expenses for the first nine months of 2026 were approximately $14.6 million, compared to $14.4 million in the same period last year, reflecting investment in global business development, marketing and sales required to support our growth. In parallel, we implemented efficiency measures, including the integration of AI tools and refinements to our workforce and subcontractors structure. Though the resulting savings were substantially offset by a significant negative USD/NIS exchange rate impact, we intend to continue maintaining our focus on efficiency as we accelerate our business.

We ended the quarter with approximately $23.2 million in cash and no financial debt, following the underwritten public offering of $11 million in gross proceeds completed in August, with participation of our chairman, other members of our board of directors and existing shareholders. We greatly value this support and the confidence it reflects. This strengthens our balance sheet, and we believe this gives us the resources to deliver on our backlog and pursue the conversion of larger opportunities in our pipeline into signed agreements and revenues. We continue to maintain disciplined cost and cash management while focusing our efforts on accelerating our business over the short and medium term."

[1] Backlog is measured and defined differently by companies within our industry. We refer to "backlog" as our booked orders based on purchase orders or hard commitments but not yet recognized as revenue. Backlog is not a comprehensive indicator of future revenue and is not a measure of profitability. Orders included in backlog may be cancelled or rescheduled by customers. A variety of conditions, both specific to the individual customer and generally affecting the customer's industry, may cause customers to cancel, reduce or delay orders that were previously made or anticipated. Projects may remain in backlog for extended periods of time.

[2] Including cash, cash equivalents and restricted deposit.

Financial highlights for the nine months ended September 30, 2026

Revenues were $0.9 million, compared to $2.6 million for the nine months ended September 30, 2025. The decrease in revenues was fully attributable to $1.9 million revenues recognized in the first quarter of 2025 from a Fortune 500 medical customer, of which $1.7 million resulted from the full derecognition of a contract liability, a non-recurring item.

Revenues for the first nine months of $0.9 million are primarily attributable to the aerospace domain and are up 29% compared to $0.7 million for the nine months ended September 30, 2025 in the same domain.

Backlog[1] was $16 million as of September 30, 2026.

Cost of Revenues was $0.6 million for the nine months ended September 30, 2026, compared to $1.9 million for the nine months ended September 30, 2025. In the nine months ended September 30, 2025 we had additional costs of approximately $1.4 million related to the medical domain.

Cost of revenues for the first nine months of 2026 of $0.6 million is primarily attributable to the aerospace domain, compared to $0.5 million for the nine months ended September 30, 2025 in the same domain.

Gross Profit was $0.4 million for the nine months ended September 30, 2026, compared to gross profit of $0.7 million for the nine months ended September 30, 2025. In the nine months ended September 30, 2025, we had additional profit of approximately $0.5 million related to the medical domain.

Gross profit for the first nine months of 2026 of $0.4 million is primarily attributable to the aerospace domain, compared to $0.2 million for the nine months ended September 30, 2025 in the same domain.

Gross Margin was approximately 40% for the nine months ended September 30, 2026, compared to approximately 27% for the nine months ended September 30, 2025.

Gross margin for the first nine months of 2026 was approximately 40% and is primarily attributable to the aerospace domain, compared to approximately 34% for the nine months ended September 30, 2025 in the same domain.

Operating expenses were approximately $14.6 million for the nine months ended September 30, 2026, compared to approximately $14.4 million for the nine months ended September 30, 2025.

The increase was primarily driven by investments in global expansion and sales and marketing activities, as well as costs related to supply chain diversification, and one-time aerospace and cyber certification costs, partially offset by a decrease in stock-based compensation from approximately $2.6 million to approximately $1.8 million. During the period, we implemented efficiency measures, including the adoption of AI tools and refinements to our workforce and subcontractors structure. The resulting reductions were substantially offset by the adverse impact of the USD/NIS exchange rate.

Net loss was approximately $13.7 million for the nine months ended September 30, 2026, compared to approximately $12.8 million for the nine months ended September 30, 2025.

Cash Balance[2] as of September 30, 2026 was approximately $23.2 million. No financial debt.

In August 2026, the Company completed a U.S. underwritten public offering of $11 million in gross proceeds, with participation of our chairman, other members of our board of directors and existing shareholders.

About Odysight.ai

Odysight.ai, incorporated in Nevada U.S., with European and Israeli subsidiaries, is pioneering the Predictive Maintenance (PdM) and Condition Based Monitoring (CBM) markets with its visualization and AI-powered visual sensing. Providing video sensor-based solutions for critical systems in the aviation, transportation, and energy industries, Odysight.ai leverages proven visual technologies and products from the medical industry. Odysight.ai's unique video-based sensors, embedded software, and AI algorithms are being deployed in hard-to-reach locations and harsh environments across a variety of PdM and CBM use cases. Odysight.ai's platform allows maintenance and operations teams visibility into areas that are otherwise inaccessible during normal operation, or where the operating ambience is not suitable for continuous real-time monitoring.

We routinely post information that may be important to investors in the Investors section of our website. For more information, please visit: http://www.odysight.ai or follow us on X (formerly Twitter) , LinkedIn and YouTube.

Backlog

We present our results of operations in a way that we believe will be the most meaningful and useful to investors, analysts, rating agencies and others who use our financial information to evaluate our performance. Backlog is presented for supplemental informational purposes only, and is not intended to be a substitute for any GAAP financial measures, including revenue or net income (loss), and, as calculated, may not be comparable to companies in other industries or within the same industry with similarly titled measures of performance. In addition, backlog should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Therefore, backlog should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP.

Forward-Looking Statements

Information set forth in this news release contains forward-looking statements within the meaning of safe harbor provisions of the Private Securities Litigation Reform Act of 1995 relating to future events or our future performance. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including, but not limited to, expectations regarding monetization and revenue recognition of backlog, the timing of deliveries and expected increase in revenues in the fourth quarter of 2026, expected cash runway, the potential conversion of proposals under negotiation into orders and growth of our backlog, the potential for broader deployment of our solutions following current projects, programs, collaborations and agreements, the expected impact of our efficiency measures and foreign currency exchange rates, and improvements in financial performance, as well as statements regarding long-term growth prospects. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. Those statements are based on information we have when those statements are made or our management's current expectation and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Factors that may affect our results, performance, circumstances or achievements include, but are not limited to the following: (i) our ability to scale up our operations, including market acceptance and large-scale adoption of our vision-based sensor products, (ii) the amount and timing of future sales and our long and unpredictable sales cycles, (iii) our ability to maintain product quality and performance at an acceptable cost and meet technical and quality specifications, (iv) our ability to accurately estimate the future supply and demand for our solutions and changes to various factors in our supply chain, (v) the market for adoption of vision-based sensor technologies, (vi) compliance with existing laws and regulations and regulatory developments in the United States, Israel, and other jurisdictions, including trade control laws, export authorizations and safety regulations, (vii) our plans and ability to obtain, maintain, and protect intellectual property rights, including extensions of patent terms, and our ability to avoid infringing the intellectual property rights of others, (viii) the need to hire additional personnel and our ability to attract and retain such personnel, including key members of our senior management, (ix) our estimates regarding expenses, backlog, future revenue, capital requirements and need for additional financing, (x) our dependence on third parties, including suppliers and strategic partners, (xi) our dependence on a limited number of customers for a substantial portion of our revenues, and the impact if order volumes from existing or anticipated customers do not meet expectations, (xii) our financial performance and history of operating losses, (xiii) the growth of regulatory requirements and incentives, (xiv) the incorporation of artificial intelligence, or AI, and machine learning, or ML, into our products, (xv) risks related to product liability claims or product recalls, (xvi) cybersecurity risks and potential data security breaches, (xvii) the overall global economic environment and trade tensions, including the adoption or expansion of economic sanctions, tariffs or trade restrictions, (xviii) challenges and risks related to sales to government entities and highly regulated organizations, (xix) the impact of competition and new technologies, (xx) limitations and exclusivity provisions in our customer agreements and restrictions on the use of intellectual property, (xxi) our ability to ensure that our solutions interoperate with a variety of hardware and software platforms, (xxii) our plans to continue to invest in research and develop technology for new products, (xxiii) our plans to potentially acquire complementary businesses, (xxiv) the impact of future pandemics on our business and on the business of our customers, (xxv) fluctuations in foreign currency exchange rates, (xxvi) security, political and economic instability in the Middle East that could harm our business, including due to the security situation in Israel; and military conflicts with Iran and terrorist organizations, (xxvii) the increased expenses and requirements associated with being a listed public company on the Nasdaq Capital Market, or Nasdaq, and (xxviii) risks associated with our dual listing on the Tel Aviv Stock Exchange, or the TASE, including price volatility, liquidity and regulatory requirements. These and other important factors discussed in Odysight.ai's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 19, 2026, and our other reports filed with the SEC, could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Except as required under applicable securities legislation, Odysight.ai undertakes no obligation to publicly update or revise forward-looking information.

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Investor Relations Contact:

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ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
REVENUES	926	2,576	424	149
COST OF REVENUES	555	1,882	233	126
GROSS PROFIT	371	694	191	23
RESEARCH AND DEVELOPMENT EXPENSES	6,979	7,322	2,182	2,479
SALES AND MARKETING EXPENSES	2,752	1,604	869	580
GENERAL AND ADMINISTRATIVE EXPENSES	4,855	5,473	1,486	1,671
OPERATING LOSS	(14,215)	(13,705)	(4,346)	(4,707)
FINANCING INCOME, NET	496	949	132	291
NET LOSS AND COMPREHENSIVE LOSS	(13,719)	(12,756)	(4,214)	(4,416)

ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2026	December 31, 2025
	Unaudited	
	USD in thousands	
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	22,815	25,677
Restricted cash	-	333
Restricted deposit	337	-
Accounts receivable	470	278
Unbilled receivables	757	615
Inventory	472	50
Other current assets	1,008	549
Total current assets	25,859	27,502
NON-CURRENT ASSETS:		
Property and equipment, net	189	346
Operating lease right-of-use assets	685	739
Severance pay asset	309	296
Other non-current assets	96	96
Total non-current assets	1,279	1,477
TOTAL ASSETS	27,138	28,979
Liabilities and shareholders' equity		
CURRENT LIABILITIES:		
Accounts payable	556	480
Advances from customers	95	165
Operating lease liabilities - short term	484	511
Accrued compensation expenses	1,474	1,400
Related parties	107	115
Other current liabilities	460	327
Total current liabilities	3,176	2,998
NON-CURRENT LIABILITIES:		
Operating lease liabilities - long term	189	259
Liability for severance pay	309	296
Total non-current liabilities	498	555
TOTAL LIABILITIES	3,674	3,553
SHAREHOLDERS' EQUITY:		
Common stock, $0.001 par value; 300,000,000 shares authorized as of September 30, 2026 and December 31, 2025, 20,244,405 and 16,357,327 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	20	17
Additional paid-in capital	100,172	88,418
Accumulated deficit	(76,728)	(63,009)
TOTAL SHAREHOLDERS' EQUITY	23,464	25,426
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	27,138	28,979