

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): **May 14, 2020**

Ondas Holdings Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-56004

(Commission File Number)

47-2615102

(IRS Employer Identification No.)

165 Gibraltar Court, Sunnyvale, California 94089

(Address of principal executive offices) (Zip Code)

(888) 350-9994

Registrant's telephone number, including area code:

N/A

(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

Trading Symbol

Name of each exchange on which registered

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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 8.01 Other Events.

On May 14, 2020, Ondas Networks Inc., a wholly owned subsidiary of Ondas Holdings Inc. (the "Company"), and Siemens Mobility issued a joint press release titled "Siemens Mobility and Ondas Networks bring next-gen wireless communications to North American Rail Market." A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

FORWARD LOOKING-STATEMENTS

Statements made in the release that are not statements of historical or current facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers that forward-looking statements are predictions based on the Company's current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. The Company's actual results, performance, or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including, the risks discussed under the heading "RISK FACTORS" in the Company's Annual Report on Form 10-K for the year ended December 31, 2019 filed with the Securities and Exchange Commission (SEC) on March 13, 2020, and in our other filings with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise that occur after that date, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Exhibit Description

No.

99.1 [Press Release dated May 14, 2020.*](#)

*Filed herewith.

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: May 14, 2020

ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock
Eric A. Brock
Chief Executive Officer

Joint Press Release

Press

by Siemens Mobility and Ondas Networks

New York, May 14, 2020

Siemens Mobility
 One Penn Plaza
 New York, 10119
 USA

Ondas Networks
 165 Gibraltar Ct.
 Sunnyvale, CA
 USA 94089

Siemens Mobility and Ondas Networks bring next-gen wireless communications to North American Rail Market

- **Ondas Networks' Mission-Critical IoT (MC-IoT) radio technology to be featured in new Siemens-branded portfolio of radio products – available by year-end.**
- **Portfolio will include new dual-mode radios that implement Siemens Mobility's ATCS protocols with Ondas' next-gen MC-IoT architecture**

Siemens Mobility, a leader in seamless, sustainable, reliable and secure transport solutions for more than 160 years, has entered into an exclusive partnership with Ondas Networks, a developer of private licensed wireless data networks for mission-critical industrial markets, to bring a Siemens-branded portfolio of their wireless radio communication systems to the North American Rail Market. Ondas' MC-IoT architecture is designed to provide railroads with wireless networks that are built specifically for mission critical use and meet stringent demands for low latency, high reliability, availability and security.

The portfolio will feature new radios that are interoperable with Siemens Mobility's extensive installed base of Advanced Train Control System (ATCS) radios. Importantly, the new radios will be MC-IoT capable, ensuring the railroads are ready to embrace future advanced train control, signaling, crossing and monitoring applications. The new ATCS radios for both base station and wayside are expected to be in the market within the year and will play a key role in building up rail's intelligent infrastructure of the future.

The North American private rail network is massive, consisting of 140,000 miles of track, 25,000 locomotives, 1.6 million railcars and 200,000 highway crossings. A significant portion of the communications infrastructure is more than 20 years old and requires an upgrade to support the technology required for the automated railroad of the future.

"These new ATCS radios will provide the Railroads with a seamless migration path to build up this intelligent infrastructure," said Marc Buncher, CEO of Siemens Mobility for North America. "The full complement of radio products that we can offer, through our partnership with Ondas, will enable our customers to further leverage the extensive investments that they have already made in the RF spectrum and in their communications infrastructure."

Using the frequency-agnostic, software-defined radio architecture from Ondas, these products will enable a substantial capacity increase utilizing the railroad's existing wireless infrastructure and dedicated FCC-licensed radio frequencies, as well as the flexibility to adapt to (and take advantage of) future changes in RF spectrum availability. Siemens Mobility and Ondas will work closely with International standards organizations and North American Rail representatives to promote a robust, public open standard that will benefit railroads, suppliers and application providers.

"Siemens Mobility is an ideal partner to accelerate the adoption of our wireless technology in the North American Railroad market," stated Eric Brock, CEO of Ondas Networks. "Siemens Mobility is a world-renowned leader and innovator in transportation with the reach and support systems to truly drive our technology to wide scale acceptance. Our technology has enormous potential in the North American Railroad market and we're very excited about the future we see with this partnership."

Contacts for journalists:

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Siemens Mobility is a separately managed company of Siemens AG. As a leader in transport solutions for more than 160 years, Siemens Mobility is constantly innovating its portfolio in its core areas of rolling stock, rail automation and electrification, turnkey systems, intelligent traffic systems as well as related services. With digitalization, Siemens Mobility is enabling mobility operators worldwide to make infrastructure intelligent, increase value sustainably over the entire lifecycle, enhance passenger experience and guarantee availability. In fiscal year 2019, which ended on September 30, 2019, the former Siemens Mobility Division posted revenue of €8.9 billion and had around 36,800 employees worldwide. Further information is available at: www.siemens.com/mobility.

Ondas Networks Inc. is a wholly owned subsidiary of Ondas Holdings Inc. (OTCQB: ONDS). Ondas Networks Inc. is a developer of private licensed wireless data networks for mission-critical industrial markets. The Company designs and manufactures its multi-patented, Software Defined Radio (SDR) platform for Mission Critical IoT (MC-IoT) applications. Ondas Networks' customer end markets include utilities, oil and gas, transportation, and government entities whose demands span a wide range of mission critical applications that require secure communications over large and diverse geographical areas, many of which are within challenging radio frequency environments. Customers use the Company's SDR technology to deploy their own private licensed broadband wireless networks. The Company also offers mission-critical entities the option of a managed network service. Ondas Networks' SDR technology supports IEEE 802.16s, the new worldwide standard for private licensed wide area industrial networks. For additional information, visit www.ondas.com, www.otcmarkets.com or follow Ondas Networks on Twitter and LinkedIn.