

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 12, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 12, 2020, Ondas Holdings Inc. (the "Company") filed a Certificate of Change to the Company's Articles of Incorporation with the Secretary of State of the State of Nevada to effect a one-for-three reverse stock split of its issued and outstanding Common Stock (the "Reverse Stock Split"). The Reverse Stock Split will be effective at 5:31 p.m., Eastern Time, on November 13, 2020. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would result from the Reverse Stock Split will be rounded up to the nearest whole share. Following the reverse stock split, the Company will have 116,666,667 shares of Common Stock authorized and approximately 19,796,029 shares of Common Stock outstanding. The Company expects that upon the opening of trading on November 16, 2020, its Common Stock will trade on the OTCQB on a split-adjusted basis under the current trading symbol "ONDS" and the new CUSIP number 68236H 204. A copy of the Certificate of Change is attached as Exhibit 3.1 and incorporated herein by reference.

Item 8.01. Other Events.

On November 13, 2020, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
3.1	Certificate of Change.
99.1	Press release, dated November 13, 2020.

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: November 13, 2020

ONDAS HOLDINGS INC.

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



BARBARA K. CEGAVSKE
 Secretary of State
 202 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: 80%;">Ondas Holdings Inc.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px; width: 150px;">NV20141779297</div>						
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: 350,000,000 shares of common stock, par value \$0.0001 per share 10,000,000 shares of preferred stock, par value \$0.0001 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: 116,666,667 shares of common stock, par value \$0.0001 per share 10,000,000 shares of preferred stock, par value \$0.0001 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: 1 share common stock to be issued for every 3 shares common stock						
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: Fractional shares will be rounded up to the nearest whole number.						
6. Provisions:	The required approval of the stockholders has been obtained.						
7. Effective date and time: (Optional)	Date: <div style="border: 1px solid black; padding: 2px; width: 150px;">11/13/2020</div> Time: <div style="border: 1px solid black; padding: 2px; width: 100px;">5:31 pm ET</div> <small>(must not be later than 90 days after the certificate is filed)</small>						
8. Signature: (Required)	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%; border: none;">X <u>/s/ Eric Brock</u></td> <td style="width: 20%; border: none;"><div style="border: 1px solid black; padding: 2px; width: 100%;">CEO</div></td> <td style="width: 20%; border: none;"><div style="border: 1px solid black; padding: 2px; width: 100%;">11/12/2020</div></td> </tr> <tr> <td style="border: none; text-align: center;"><small>Signature of Officer</small></td> <td style="border: none; text-align: center;"><small>Title</small></td> <td style="border: none; text-align: center;"><small>Date</small></td> </tr> </table>	X <u>/s/ Eric Brock</u>	<div style="border: 1px solid black; padding: 2px; width: 100%;">CEO</div>	<div style="border: 1px solid black; padding: 2px; width: 100%;">11/12/2020</div>	<small>Signature of Officer</small>	<small>Title</small>	<small>Date</small>
X <u>/s/ Eric Brock</u>	<div style="border: 1px solid black; padding: 2px; width: 100%;">CEO</div>	<div style="border: 1px solid black; padding: 2px; width: 100%;">11/12/2020</div>					
<small>Signature of Officer</small>	<small>Title</small>	<small>Date</small>					

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



**ONDAS HOLDINGS INC. ANNOUNCES REVERSE STOCK SPLIT
OF COMMON STOCK**

SUNNYVALE, Calif., November 13, 2020 - Ondas Holdings Inc. (OTCQB: ONDS), through its wholly owned subsidiary, Ondas Networks Inc., a developer of private licensed wireless data networks for mission-critical industrial markets (the "Company"), today announced it will effect a one-for-three reverse stock split of its issued and outstanding Common Stock. Pursuant to the Certificate of Change filed with the Secretary of State of the State of Nevada, the reverse stock split will be effective at 5:31 p.m., Eastern Time, on November 13, 2020. The Company expects that upon the opening of trading on November 16, 2020, its Common Stock will trade on the OTCQB on a split-adjusted basis under the current trading symbol "ONDS" and the new CUSIP number 68236H 204.

No fractional shares will be issued as a result of the reverse stock split. Any fractional shares that would result from the reverse stock split will be rounded up to the nearest whole share. Following the reverse stock split, the Company will have 116,666,667 shares of Common Stock authorized and approximately 19,796,029 shares of Common Stock outstanding.

Shareholders of record are not required to send in their current stock certificates or evidence of book-entry or other electronic positions for exchange. Following the effectiveness of the reverse stock split, each stock certificate and book-entry or other electronic position representing issued and outstanding shares of the Company's common stock will be automatically adjusted. Those shareholders holding common stock in "street name" will receive instructions from their brokers if they need to take any action in connection with the reverse stock split.

About Ondas Holdings Inc.

Ondas Holdings Inc., through its wholly owned subsidiary, 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.

Forward Looking Statements

Statements made in this 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. We caution readers that forward-looking statements are predictions based on our 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. Our 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 our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 13, 2020, and in our other filings with the SEC. We undertake no obligation to publicly update or revise any forward- looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as required by law.

Company Contact:
Stewart Kantor, CFO
Ondas Holdings Inc.
888.350.9994 Ext. 1009

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