

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): March 21, 2022

**Ondas Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**001-39761**

(Commission File Number)

**47-2615102**

(IRS Employer  
Identification No.)

**411 Waverley Oaks Road, Suite 114, Waltham, MA 02452**

(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(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	ONDS	The Nasdaq Stock Market LLC

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 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 March 21, 2022, Ondas Holdings Inc. (the "Company") issued a press release announcing that the Company has entered into a definitive agreement to acquire Ardenna, Inc., a leading provider of image processing and machine learning software solutions for rail infrastructure monitoring and inspections. 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.	Description
99.1	<a href="#">Press Release, dated March 21, 2022.</a>
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: March 21, 2022

**ONDAS HOLDINGS INC.**

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



**Ondas Holdings' Announces Definitive Agreement to Acquire Ardenna to Offer Comprehensive Monitoring, Inspection and Data Analysis Solutions to the Rail Industry**

*Ardenna's Advanced Image Processing and Machine Learning Software Solution Enables American Robotics' Scout System to Monitor and Analyze Rail Infrastructure, Providing Valuable Insights that Reduce Costs and Enhances Safety*

**WALTHAM, MA - March 21, 2022** - Ondas Holdings Inc. (Nasdaq:ONDS), a leading provider of private wireless data, drone and automated data solutions through its wholly-owned subsidiaries, Ondas Networks Inc. and American Robotics, Inc. ("American Robotics" or "AR"), today announced it has entered into a definitive agreement to acquire Ardenna, a leading provider of image processing and machine learning software solutions for rail infrastructure monitoring and inspections. With this acquisition, American Robotics' best-in-class automated drone platform will leverage Ardenna's Rail-Inspector advanced analytics software to accelerate growth within the rail industry. This acquisition is subject to customary closing conditions and is expected to close in the second quarter of 2022.

"American Robotics is thrilled to join forces with Ardenna, a leading provider of rail-focused machine learning and SaaS software," said Reese Mozer, CEO and co-founder of American Robotics. "Together, we can offer the end-to-end data solution that the rail industry has been waiting for, enabling new efficiencies and increased safety."

This strategic acquisition will equip American Robotics' drone solution with the necessary offerings to enhance value to the rail industry and achieve commercial scalability in the sector. With the acquisition of Ardenna, American Robotics will begin to work with major rail industry companies, including Ardenna's current customers which are amongst the largest freight railroad networks in North America.

"The pieces that are needed to create an industrial data solution for analyzing rail infrastructure are coming together," added Eric Brock, Chairman and CEO of Ondas. "We believe the acquisition of Ardenna will provide the rail industry with a solution that combines drones, automation, communications, AI, and industry-specific expertise to significantly enhance operations and safety."

Autonomous drones are shaping the future of railways - lowering cost and improving overall performance and safety. Whether they are used to inspect railway lines or other vital aspects of rail infrastructure, autonomous drones allow industry leaders to inspect railways more frequently, collecting the data needed to improve safety, decrease costs, and enhance performance. American Robotics and Ardenna will be combining forces to provide scalable ROI to the rail industry, digitizing physical assets and leveraging modern AI capabilities.

"American Robotics' drone platform, combined with Ardenna's state of the art technology, provides a comprehensive solution to properly deliver and scale analytics technology to rail customers," explained David Gingras, President of Bihrl Applied Research, parent company of Ardenna. "Our team is excited that this technology, developed by Bihrl Applied Research, combined with American Robotics' industry-leading autonomous drone solution, will provide value and increased safety to the rail industry."

To learn more about American Robotics, [click here](#). To learn more about Ardenna, [click here](#).



**About Ondas Holdings Inc.**

Ondas Holdings Inc. ("Ondas") is a leading provider of private wireless data and drone solutions through its wholly owned subsidiaries Ondas Networks Inc. ("Ondas Networks") and American Robotics, Inc. ("American Robotics" or "AR"). Ondas Networks is a developer of proprietary, software-based wireless broadband technology for large established and emerging industrial markets. Ondas Networks' standards-based (802.16s), multi-patented, software-defined radio FullMAX platform enables Mission-Critical IoT (MC-IoT) applications by overcoming the bandwidth limitations of today's legacy private licensed wireless networks. Ondas Networks' customer end markets include railroads, utilities, oil and gas, transportation, aviation (including drone operators) and government entities whose demands span a wide range of mission critical applications. American Robotics designs, develops, and markets industrial drone solutions for rugged, real-world environments. AR's Scout System™ is a highly automated, AI-powered drone system capable of continuous, remote operation and is marketed as a "drone-in-a-box" turnkey data solution service under a Robot-as-a-Service (RAAS) business model. The Scout System™ is the first drone system approved by the FAA for automated operation beyond-visual-line-of-sight (BVLOS) without a human operator on-site. Ondas Networks and American Robotics together provide users in rail, agriculture, utilities and critical infrastructure markets with improved connectivity and data collection capabilities.

For additional information on Ondas Networks and Ondas Holdings, visit [www.ondas.com](http://www.ondas.com) or follow Ondas Networks on Twitter and LinkedIn. For additional information on American Robotics, visit [www.american-robotics.com](http://www.american-robotics.com) or follow American Robotics on Twitter and LinkedIn.

Information on our websites and social media platforms is not incorporated by reference in this release or in any of our filings with the U.S. Securities and Exchange Commission.

**About Ardenna**

Ardenna Inc. is the leader in image processing and machine learning software that automatically generates results from industrial inspection imagery. Ardenna's solution delivers objective and quantitative data, providing a comprehensive digital record of the infrastructure's condition. Industrial companies benefit from both the rapid turn-around of inspection results and the monitoring of asset health over time enabling data-driven maintenance decisions that reduce costs and improve worker and operational safety. Ardenna Inc. is a wholly-owned subsidiary of Bihrl Applied Research Inc.

**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. Examples of forward-looking statements include, among others, statements regarding the proposed acquisition, including the benefits of the acquisition and expect timing of the acquisition. 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” discussed under the caption “Item 1A. Risk Factors” in Part I of our most recent Annual Report on Form 10-K or any updates discussed under the caption “Item 1A. Risk Factors” in Part II of our Quarterly Reports on Form 10-Q 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.

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