

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) September 20, 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)

Registrant's telephone number, including area code (888) 350-9994

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
Common Stock par value \$0.0001	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 7.01. Regulation FD Disclosure.**

On September 20, 2022, AIROBOTICS Ltd. ("Airobotics") filed an immediate report with the Israel Securities Authority and The Tel Aviv Stock Exchange Ltd. disclosing the entry into a loan agreement, dated September 20, 2022, according to which, commencing from October 3, 2022, Ondas Holdings Inc. ("Ondas" or the "Company") will provide Airobotics with credit of up to \$1.5 million, which will be utilized for the purpose of financing Airobotics' ongoing activities, subject to customary conditions, including the delivery of documents and standard approvals of the Company (the "Immediate Report"). The Company is furnishing an English translation of the Immediate Report with this Current Report on Form 8-K to provide its stockholders with substantially the same information as the Airobotics stockholders.

A copy of an English translation of the Immediate Report is furnished hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01, including 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 otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Company 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.

**No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**Important Additional Information Will be Filed with the SEC**

Ondas will file with the SEC a registration statement on Form S-4, which will include a prospectus of Ondas. INVESTORS ARE URGED TO CAREFULLY READ THE REGISTRATION STATEMENT AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ONDAS, AIROBOTICS, THE PROPOSED ACQUISITION AND RELATED MATTERS. Investors will be able to obtain free copies of the registration statement and other documents filed with the SEC through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and on Ondas' website at <https://ir.ondas.com>.

## Forward-Looking Statements

Statements made in this report 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 Ondas’ and Airobotics’ current expectations about future events. Examples of forward-looking statements include, among others, statements regarding the proposed acquisition. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Ondas’ and Airobotics’ 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 (1) the inability to complete the proposed acquisition, including due to a failure to obtain third party consents, or satisfy other closing conditions; (2) the risk that the proposed acquisition disrupts current plans and operations as a result of the announcement and consummation of the proposed acquisition; (3) the ability to recognize the anticipated benefits of the proposed acquisition, which may be affected by, among other things, the ability of management to integrate the combined company’s business and operation, and the ability of the parties to retain key employees; (4) costs related to the proposed acquisition; and (5) with respect to Ondas, the other risks and uncertainties discussed under the heading “Risk Factors” discussed under the caption “Item 1A. Risk Factors” in Part I of Ondas’ most recent Annual Report on Form 10-K or any updates discussed under the caption “Item 1A. Risk Factors” in Part II of Ondas’ Quarterly Reports on Form 10-Q and in Ondas’ other filings with the SEC and with respect to Airobotics, Section 27 in Chapter A of the Airobotics Periodic Report for 2021 as published in the Israeli Securities Authority’s Magna System on March 30, 2022. 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.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">English translation of Immediate Report, dated September 20, 2022, issued by Airobotics.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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1

## 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: September 20, 2022

ONDAS HOLDINGS INC.

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

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2

Translation from Hebrew

## Airobotics Ltd.

(the "Company")

Israel Securities Authority  
www.isa.gov.ilThe Tel-Aviv Stock Exchange Ltd.  
www.tase.co.il

September 20, 2022

**re: Entering into a loan agreement with a foreign corporation traded on NASDAQ**

Further to the immediate reports of the Company<sup>1</sup>, with respect to the entry of the Company into a binding merger agreement with Ondas Holdings Inc., a foreign company incorporated under the laws of Nevada, USA, traded on NASDAQ (NASDAQ: ONDS) (hereinafter: "**Ondas**" or the "**Lender**", the "**Parties**", and the "**Merger Agreement**", respectively), and in accordance with the provisions of the Merger Agreement, the Company hereby announces that on September 20, 2022, the Parties entered into a loan agreement (the "**Agreement**"), according to which, commencing from October 3, 2022 Ondas shall provide the Company with credit of up to USD 1.5 million (the "**Credit**", and the "**Loan**" accordingly), which shall be utilized for the purpose of financing the Company's ongoing activities, subject to customary conditions, including the delivery of documents and standard approvals to the Lender.

<sup>1</sup> The Company's immediate report dated August 8, 2022 (reference number: 2022-01-099889), as well as the immediate report dated August 25, 2022 (reference number: 2022-01-108127).

Translation from Hebrew

Hereunder, are details of the Agreement, in accordance with the disclosure format of Rule § 36 of The Securities Regulations (Periodic and Immediate Reports (1970)), and Legal Position No. 104-15: Reportable Credit Event

<b>The grant date of the Credit</b>	<b>Date of Repayment</b>	<b>Sum of credit (in USD)</b>	<b>Balance used as of the Report Date</b>	<b>Payment Schedule (principal + interest)</b>	<b>Annual interest rate</b>	<b>Guarantees and collateral</b>	<b>Material Obligations<sup>2</sup></b>
Commencing from October 3 <sup>rd</sup> , 2022	The earliest of: (a) February 1, 2023; or (b) Date of termination of the Merger Agreement due to a breach of its terms by the Company.  The Company has the right to early repayment, partial or in full (with no additional fee).	1,500,000	No balance used	The Loan's principal and accrued interest shall be repaid in one payment on the due date.	Fixed interest (unlinked) at a rate of 6% on the principal drawn down;  An additional 2% in the event of a breach.	(1) A first-degree floating charge in favor of the Lender, on all of the Company's assets, rights, and property, of any kind and type, both existing and future (including, but not limited to, intellectual property), with the exception of all of the assets, rights, and property that were excluded in the Agreement (the "Charge"). It should be noted that the registration of the Charge is subject to receiving approval from the Innovation Authority, which as of this date has been received.  (2) A first-degree fixed charge on the Company's intellectual property, equipment, and other fixed assets, with the exception of the equipment and assets that were excluded in the Agreement.  (3) AIROBOTICS INC, an American subsidiary (100%) of the Company (the " <b>Grantor</b> "), shall guarantee the payment of the Company's obligations and shall charge in favor of the Lender all of its existing and future assets, rights, and property. <sup>3</sup>	(1) The amounts of the Credit shall be utilized for the purpose of financing the ongoing activities of the Company and its subsidiaries. Furthermore, subject to the consent of the Lender, the Company shall be able to use the Loan in order to pay off the OurCrowd Loan. <sup>4</sup>  (2) The immediate repayment in an event of breach ( among other things, change of control), as detailed in the Agreement. For clarity, in the event of a breach, the Company shall not be able to avail itself of the undrawn balance of the credit .  (3) The Company and the Grantor are prohibited from disposing of assets to another subsidiary that is not a grantor

<sup>2</sup> It is hereby clarified that the Agreement does not include financial covenants

<sup>3</sup> At the request of the Lender, and subject to the provisions of the Agreement, guarantees and charges on assets from additional subsidiaries of the Company shall be provided..

<sup>4</sup> For further details regarding the OurCrowd Loan, see section 2.7.2 of the notice special shareholders meeting report dated August 25, 2022 (2022-01-108127).

2

Respectfully,  
Airobotics Ltd.

Names of Signatures  
Meir Kliner  
Yishay Curelaru

Position  
CEO and Chairman  
CFO & COO

