

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) October 19, 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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
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 October 19, 2022, AIROBOTICS Ltd. ("Airobotics") issued a press release disclosing that it has entered into an agreement to acquire the intellectual property, technical systems, and operations of Iron-Drone Ltd., an Israeli-based company specializing in the development of autonomous counter-drone systems. Ondas Holdings Inc. (the "Company" or "Ondas") is furnishing a copy of the Airobotics press release with this Current Report on Form 8-K to provide its stockholders with substantially the same information as the Airobotics stockholders.

A copy of the Airobotics press release 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.

Additional Information and Where to Find It

On September 22, 2022, Ondas filed with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4, which includes a prospectus of Ondas, and is subject to review by the SEC. 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 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 or as defined in the Israeli Securities Law 5728 – 1968. 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, including

the benefits and timing of 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 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

Exhibit No.	Description
99.1	Press release, dated October 19, 2022, issued by Airobotics.
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: October 19, 2022

ONDAS HOLDINGS INC.

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

Airobotics Ltd. to Acquire Iron-Drone Assets to Offer Counter-Drone Capabilities Via Its Optimus System

*Iron-Drone's hostile drone interception technologies
will be integrated with the Optimus System for monitoring and security applications*

Petah Tikvah, Israel, October 19, 2022, AIROBOTICS Ltd. (TASE: AIRO) ("Airobotics" or the "Company"), a leading provider of autonomous unmanned aircraft systems ("UAS") and automated data analysis and visualization platforms, announced today that it will acquire the intellectual property, technical systems, and operations of Iron-Drone Ltd., an Israeli-based company specializing in the development of autonomous counter-drone systems. Subject to completion of all legal terms and conditions, Airobotics intends acquire Iron Drone, to integrate Iron-Drone counter-drone technology with the Company's networked Optimus Urban Drone Infrastructure. The system will provide additional capabilities, specifically when deployed for homeland security applications in "smart cities," and for the monitoring and protection of critical infrastructure and complex commercial environments.

"We're thrilled to bring Iron-Drone and its sophisticated counter-drone technology and products to Airobotics," said Meir Kleiner, CEO of Airobotics. "Incorporating the technology of Iron-Drone with our Optimus Urban Drone Infrastructure System will allow us to offer our customers an advanced and unique integrated solution, enabling an even more robust automated homeland security platform. The Iron-Drone counter-drone system enables the interception of hostile drones, in areas where it is not possible to use jamming means, such as airports, populated areas, and critical infrastructures. Through the Airobotics' drone network, security and surveillance officers will be able to neutralize these threats while utilizing Optimus drones for monitoring, observation, and video surveillance."

Founded in 2016, Iron-Drone has developed a small UAS platform to intercept drones, which unlike most other interception drones, does not need the guidance of a human operator. The Iron-Drone counter-drone system is capable of being integrated into the existing detection and radar infrastructure where deployed and is designed to provide an autonomous response for the interception of hostile, small drones, which pose real threats to strategic facilities around the world.

In recent years, there has been a noticeable increase in the use of drones and other small, unmanned vehicles by terrorist and criminal elements for the purpose of attacking and disrupting the functioning of strategic facilities, such as airports and oil and gas facilities, as well as mass events and city centers. The small size of these aircraft, and the nature of their slow and low-altitude flight, makes it difficult to locate them, and this is usually done only when they are very close to the target. These aircraft may also be used for intelligence gathering, smuggling and as weapons.

Airobotics, which operates in the United Arab Emirates and in other countries, expects to establish an infrastructure network of autonomous drones which can be used for security, monitoring and inspection applications. The counter-drone capability, whereby counter-drones are launched from a counter-drone docking station to be integrated into Airobotics Optimus UAS platform, is a complementary feature to the Airobotics UAS platform, which is capable of operating day and night. Once integrated, the small, unmanned counter-drone aerial vehicles can launch at a fast pace, equipped with interception means, thus enabling the simultaneous handling of several hostile drone targets.

As soon as detection is established, an interceptor drone will be launched, and will fly towards the target under the guidance of the radar and the detection systems currently installed around the world. At this stage, the intercepting drone will identify and "lock on" to the target, using computer vision capabilities together with artificial intelligence, and will follow the target as well as perform the interception, by physically damaging the attacker's tool and neutralizing it. The interception process will be carried out autonomously and without any need for human intervention.

In collaboration with a local government body from the United Arab Emirates, the company completed a project where the Airobotics Optimus System was operating at the Dubai Expo 2020. There, the Airobotics drones performed complex tasks, without any pilot involvement, visual observers, or human intervention. The Company successfully completed autonomous UAS operations twenty-four hours per day, seven days a week for six months. The hundreds of flight hours, combined with the operational experience gained, are unprecedented in scope, and constitute operational proof of the feasibility of the Company's systems over a long period of time, in dense population concentrations.

About AIROBOTICS

Airobotics Ltd. (TASE: AIRO) is an Israeli manufacturer and operator of autonomous Unmanned Aircraft (UAs) and Aerial Data Platforms. Airobotics UAs are used for industrial, homeland security and smart city services, providing automated data capture and analysis services, performed 24/7 without human intervention, and addressing the needs of the world's most complex environments. Airobotics is actively deployed in Israel and the UAE and has business development activities in the USA and Singapore. Airobotics' Optimus System provides an end-to-end solution, comprising an industrial grade UAV, an automated base station, wide-ranging regulatory certification, and an automated data analysis and visualization platform. The company's systems are in the process of type certification, the first of its kind in the US under the US Civil Aviation Authority, the FAA. The Type Certificate will allow Airobotics to perform flights over population, in populated areas, and in complex terrains as never before approved.

Earlier this year, Airobotics announced that it has entered into a definitive merger agreement to be acquired by Ondas Holdings Inc. (NASDAQ:ONDS) a leading provider of private wireless, drone and automated data solutions through its wholly owned subsidiaries, Ondas Networks Inc. and American Robotics Inc.

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