

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Ondas Holdings Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

47-2615102

(I.R.S. Employer Identification Number)

**411 Waverley Oaks Road,
Suite 114
Waltham, MA 02452
(888) 350-9994**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Eric A. Brock
Chairman and Chief Executive Officer
Ondas Holdings Inc.
411 Waverley Oaks Road
Suite 114
Waltham, MA 02452
(888) 350-9994**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Christina C. Russo, Esq.
Akerman LLP
201 East Las Olas Boulevard, Suite 1800
Fort Lauderdale, Florida 33301
(954) 463-2700**

Approximate date of commencement of proposed sale to the public: As soon as possible after this Registration Statement becomes effective.If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **Registration Statement No. 333-252571**If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box: If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark 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 7(a)(2)(B) of the Securities Act.

Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.

This Registration Statement is being filed by Ondas Holdings Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). Pursuant to Rule 462(b), the Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-252571), which was declared effective by the Securities and Exchange Commission ("SEC") on February 5, 2021 (the "Initial Registration Statement"), including each of the documents filed by the Company with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Initial Registration Statement are being registered.

This Registration Statement is being filed with respect to the registration of an additional \$11,696,000.00 aggregate maximum amount of the Company's securities, which are described in the prospectus constituting a part of the Initial Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

CERTIFICATION

The Registrant hereby certifies to the SEC that (1) it has instructed its bank to pay the filing fee set forth in Exhibit 107 of this Registration Statement by a wire transfer of such amount to the SEC's account at U.S. Bank as soon as practicable (but no later than the close of business as of October 27, 2022), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than October 27, 2022.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
5.1	Opinion of Akerman LLP.*
5.2	Opinion of Snell & Wilmer L.L.P.*
23.1	Consent of Rosenberg Rich Baker Berman, P.A.*
23.2	Consent of Turner, Stone & Company, L.L.P.*
23.3	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.*
23.4	Consent of Akerman LLP (included with Exhibit 5.1).
23.5	Consent of Snell & Wilmer L.L.P. (included with Exhibit 5.2).
24.1	Power of Attorney.**
107	Filing Fee Table.*

* Filed herewith.

** Previously filed on the signature page of the Registrant's Registration Statement on Form S-3 (File No. 333-252571), filed with the Securities and Exchange Commission on January 29, 2021, and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Waltham, State of Massachusetts, on this 26th day of October, 2022.

ONDAS HOLDINGS INC.

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Eric A Brock</u> Eric A. Brock	Chief Executive Officer and Chairman (Principal Executive Officer)	October 26, 2022
<u>/s/ Derek R. Reisfield</u> Derek R. Reisfield	President, Chief Financial Officer, Treasurer, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)	October 26, 2022
<u>*</u> Thomas V. Bushey	Director	October 26, 2022
<u>*</u> Richard M. Cohen	Director	October 26, 2022
<u>*</u> Randall P. Seidl	Director	October 26, 2022

*

Richard H. Silverman

Director

October 26, 2022

*

Jaspreet Sood

Director

October 26, 2022

* Pursuant to power of attorney

By: /s/ Eric A. Brock

Eric A. Brock, attorney-in-fact



Akerman LLP
201 East Las Olas Boulevard
Suite 1800
Fort Lauderdale, FL 33301

T: 954 463 2700
F: 954 463 2224

October 26, 2022

Ondas Holdings Inc.
411 Waverley Oaks Road,
Suite 114
Waltham, MA 02452

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Ondas Holdings Inc., a Nevada corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-3 (the “462(b) Registration Statement”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Act”). The 462(b) Registration Statement incorporates by reference the Company’s Registration Statement on Form S-3 (File No. 333-252571) filed with the Commission on January 29, 2021, under the Act, and the Notice of Effectiveness of the Commission posted on its website declaring such registration statement effective on February 5, 2021 (the “Initial Registration Statement” and together with the 462(b) Registration Statement, the “Registration Statement”). This opinion is furnished to you in connection with your filing of the 462(b) Registration Statement, which is registering the offering by the Company of up to \$11,696,000 of Securities, as defined below.

The Registration Statement registers the offering and sale of an indeterminate amount and number of the following securities of the Company, which may be offered and sold from time to time on a delayed or continuous basis pursuant to either or both of Rule 415 and Rule 462(b) of the General Rules and Regulations promulgated under the Act, as set forth in the prospectus which forms a part of the Registration Statement (the “Prospectus”) and as to be set forth in one or more supplements to the Prospectus, free writing prospectuses, or term sheets (each, a “Prospectus Supplement”), up to an aggregate offering price of \$11,696,000: (i) shares of the Company’s Common Stock, par value \$0.0001 per share (the “Common Stock”); (ii) shares of the Company’s preferred stock, par value \$0.0001 per share (the “Preferred Stock”), to be issued in one or more series; (iii) debt securities, which may be issued in one or more series (the “Debt Securities”), to the extent required under the Trust Indenture Act of 1939, as amended (the “Trust Indenture Act”), under a form of senior indenture filed as Exhibit 4.2 to the Registration Statement or under a form of subordinated indenture filed as Exhibit 4.3 to the Registration Statement, as such indentures may be amended or supplemented from time to time (each an “Indenture” and collectively the “Indentures”) to be entered into by and between the Company, as issuer, and a trustee (the “Trustee”); (iv) warrants to purchase Common Stock, Preferred Stock, or Debt Securities in one or more series (the “Warrants”); and (v) units consisting of Common Stock, Preferred Stock, Debt Securities, or Warrants in any combination (the “Units”). The Common Stock, Preferred Stock, Debt Securities, Warrants, and Units are referred to herein collectively as the “Securities.” All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

Ondas Holdings Inc.
October 26, 2022
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In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, (ii) the Articles of Incorporation of the Company, as amended, as currently in effect (the “Articles of Incorporation”); (iii) the Bylaws of the Company, as amended, as currently in effect (the “Bylaws”); and (iv) certain resolutions of the Board of Directors of the Company. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

With your consent, we have assumed that (i) each of the Debt Securities, the Indentures and any related supplemental indenture, term sheet or certificate establishing the terms thereof, the Warrants and any related warrant agreement, the Units and any related unit agreement, and any purchase, underwriting or similar agreement (collectively, the “Documents”) will be governed by the internal laws of the State of New York and that the choice of law is legally enforceable; (ii) the Warrants, warrant agreements, Units and unit agreements will contain all provisions required under the laws of the State of Nevada in respect of contracts for the sale of securities issued by a Nevada corporation; (iii) each of the Documents will be duly authorized, executed and delivered by the parties thereto; and (iv) each of the Documents will constitute valid and binding obligations of the parties thereto other than the Company, enforceable against such parties in accordance with their respective terms.

We also have assumed that none of (i) the execution, delivery and performance of any of the Documents, (ii) the terms of any of the Securities to be established after the date hereof, (iii) the issuance and delivery of such Securities, or (iv) the compliance by the Company with the terms of such Securities will (a) violate any applicable law, rule or regulation to which the Company is then subject or the Articles of Incorporation or Bylaws, each as then in effect, (b) result in a breach of or default under any instrument or agreement then binding upon the Company or any of its properties, or (c) violate, or cause the Company not to comply with, any consent, approval, license, authorization, restriction or requirement imposed by, or any filing, recording or registration with, any court or governmental body having jurisdiction over the Company.

We have further assumed that (i) the Registration Statement and any amendments thereto will have become effective under the Act (and such effectiveness shall not have been terminated or rescinded) and comply with all applicable laws at the time the Securities are offered and issued as contemplated by the Registration Statement, Prospectus and applicable Prospectus Supplement; (ii) an appropriate Prospectus Supplement relating to the Securities offered thereby will have been prepared and filed with the Commission in compliance with the Act and will comply with all applicable laws at the time the Securities are offered and issued as contemplated by the Registration Statement, Prospectus and such Prospectus Supplement; (iii) prior to any offering and sale of the Securities, the Company's Board of Directors, including any appropriate committee thereof, will take all corporate action necessary to duly authorize the price at which the Securities are to be issued and sold; (iv) the terms of the Securities will conform to the descriptions thereof in the Registration Statement, Prospectus, or applicable Prospectus Supplement and the corporate action of the Company authorizing the issuance and sale of such Securities; (v) all Securities will be issued and sold in compliance with the applicable provisions of the Act, the Trust Indenture Act, if applicable, and the securities or blue sky laws of various states and in the manner stated in the Registration Statement, Prospectus and applicable Prospectus Supplement; (vi) the Indentures and the Trustee will have been qualified pursuant to the Trust Indenture Act at the time the Securities are offered or issued (or such later time as may be permitted pursuant to the rules, regulations, interpretations or positions of the Commission) as contemplated by the Registration Statement; and (vii) the number of shares of Common Stock or Preferred Stock, as the case may be, offered pursuant to the Registration Statement, Prospectus and applicable Prospectus Supplement or, in the case of Debt Securities, Warrants and Units, as applicable, represented by, comprising or issuable upon exchange, exercise or conversion of such Securities, does not exceed, at the time of issuance of such Securities, the authorized but unissued shares of Common Stock or Preferred Stock, as the case may be.

Based upon the foregoing and subject to the limitations set forth below, as of the date hereof, we are of the opinion that:

1. With respect to any series of Debt Securities to be offered by the Company pursuant to the Registration Statement, when (a) the applicable Indenture has been duly authorized, executed and delivered by the Company and the Trustee, (b) the specific terms of a particular series of Debt Securities have been duly established in accordance with such Indenture and applicable law, (c) such Debt Securities have been duly authorized by all necessary corporate action of the Company, duly authenticated by the Trustee and duly executed, issued and delivered against payment of the consideration therefor in accordance with such Indenture and as contemplated by the Registration Statement, Prospectus, any applicable Prospectus Supplement, any applicable Documents and such corporate action, and (d) if such Debt Securities are convertible into shares of Common Stock or Preferred Stock, such shares of Common Stock or Preferred Stock have been duly authorized and reserved for issuance by all necessary corporate action and in accordance with the applicable Indenture, such Debt Securities will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability.

2. With respect to any Warrants to be offered pursuant to the Registration Statement, when (a) a warrant agreement, if any, has been duly authorized, executed and delivered by the Company and the warrant agent named therein, (b) the specific terms of the particular issuance of Warrants have been duly established in accordance with such warrant agreement and applicable law and authorized by all necessary corporate action of the Company, (c) the Warrants have been duly executed, issued and delivered against payment therefor in accordance with such warrant agreement and as contemplated by the Registration Statement, the Prospectus, any applicable Prospectus Supplement, any applicable Documents and such corporate action, and (d) as applicable, (i) the shares of Common Stock or Preferred Stock issuable upon exercise of the Warrants have been duly authorized and reserved for issuance upon exercise of the Warrants and/or (ii) the Debt Securities issuable upon exercise of such Warrants have been duly authorized, executed and authenticated in accordance with the provisions of the applicable Indenture and reserved for delivery upon exercise of the Warrants, in each case by all necessary corporate action and in accordance with the terms of the Warrants and the warrant agreement, such Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability.

3. With respect to any Units to be offered by the Company pursuant to the Registration Statement, when (a) a unit agreement has been duly authorized, executed and delivered by the Company and the counterparty named therein, (b) the specific terms of the particular issuance of Units have been duly established in accordance with such unit agreement and applicable law and authorized by all necessary corporate action of the Company, (c) the Units have been duly executed, authenticated, issued and delivered against payment therefor in accordance with such unit agreement and as contemplated by the Registration Statement, the Prospectus, any applicable Prospectus Supplement, any applicable Documents and such corporate action, and (d) as applicable, (i) the shares of Common Stock or Preferred Stock comprising the Units have been duly authorized and reserved for issuance and/or (ii) the Debt Securities comprising such Units have been duly authorized, executed and authenticated in accordance with the provisions of the applicable Indenture and reserved for delivery, in each case by all necessary corporate action and in accordance with the terms of the Units and the unit agreement, such Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability.

For purposes of this opinion, we express no opinion as to matters governed by laws of any jurisdiction other than New York. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Securities will be issued in compliance with all applicable state securities or blue sky laws.

We are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is rendered as of the date hereof and is based upon currently existing statutes, rules, regulations and judicial decisions. We disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that affect any matters or opinions set forth herein.

We understand that you wish to file this opinion as an exhibit to the 462(b) Registration Statement, and we hereby consent thereto. We hereby further consent to the reference to us under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Akerman LLP

Snell & Wilmer L.L.P.
 Hughes Center
 3883 Howard Hughes Parkway, Suite 1100
 Las Vegas, NV 89169-5958
 TELEPHONE: 702.784.5200
 FACSIMILE: 702.784.5252

October 26, 2022

Ondas Holdings Inc.
 411 Waverley Oaks Road,
 Suite 114
 Waltham, MA 02452

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have served as special Nevada counsel to Ondas Holdings Inc., a Nevada corporation (the "Company"), in connection with the Company's preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 filed on the date hereof, as amended from time to time (the "462(b) Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The 462(b) Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-252571) filed with the Commission on January 29, 2021, under the Securities Act, and the Notice of Effectiveness of the Commission posted on its website declaring such registration statement effective on February 5, 2021 (the "Initial Registration Statement" and together with the 462(b) Registration Statement, the "Registration Statement"). This opinion is furnished to you in connection with your filing of the 462(b) Registration Statement, which is registering the offering by the Company of up to \$11,696,000 of Securities, as defined below.

The Registration Statement includes a base prospectus (the "Prospectus") relating to the proposed offer, issuance and sale, from time to time, pursuant to either or both of Rule 415 and Rule 462(b) under the Securities Act, as set forth in the Registration Statement and the supplements to the Prospectus, by the Company of up to an aggregate offering price of \$11,696,000, or the equivalent thereof, of an indeterminate number of securities (the "Securities") consisting of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), shares of the Company's preferred stock, \$0.0001 par value per share (the "Preferred Stock"), debt securities, which may be senior or subordinated or senior or subordinated convertible or exchangeable, and which may be issued in one or more series (the "Debt Securities"), warrants to purchase any of the securities described above (the "Warrants") and/or units, in one or more series, comprised of any combination of Common Stock, Preferred Stock, Debt Securities or Warrants, in any combination (the "Units").

The Securities are to be sold from time to time as set forth in the Registration Statement, the Prospectus and the supplements to the Prospectus (the "Prospectus Supplements"). The Securities are to be sold pursuant to a purchase, underwriting, subscription, placement agency or similar agreement, which, in the case of the Securities, will be in substantially the forms previously filed and/or to be filed under a Current Report on Form 8-K.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the filing of the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Prospectus.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have relied upon and examined matters of fact, questions of law and documents as we have deemed necessary to render this opinion, including the originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement and exhibits thereto;
2. The Prospectus;
3. The Amended and Restated Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada, as amended through the date hereof, certified as of the date hereof by an officer of the Company (the "Articles");
4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company (the "Bylaws");
5. Certificate of Existence with Status in Good Standing, certified by the Secretary of State of the State of Nevada, dated as of a recent date;

Ondas Holdings Inc.
 October 26, 2022
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6. Resolutions adopted by the Board of Directors of the Company relating to the Registration Statement, the Prospectus and other actions with regard thereto (collectively, the "Resolutions"), certified as of the date hereof by an officer of the Company;

7. A specimen of the current form of stock certificate representing shares of the Company's Common Stock, certified as of the date hereof by an officer of the Company;

8. A certificate executed by an officer of the Company, dated as of the date hereof, as to certain factual matters; and

9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

A. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.

B. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to

the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise. For the purpose of the opinion rendered below, we have assumed that, upon each issuance of Securities, the Company will receive or has received the consideration for such Securities required by the Resolutions and the applicable definitive purchase, underwriting, subscription, placement agency or similar agreement with respect to such Securities offered under the Registration Statement.

C. (i) The Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Securities Act; (ii) a Prospectus Supplement will have been filed with the Commission describing the Securities offered thereby; (iii) the Securities will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement and the applicable Prospectus Supplements; (iv) that a definitive purchase, underwriting, subscription, placement agency or similar agreement with respect to any Securities offered under the Registration Statement will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (v) that any Securities issuable upon conversion, exchange, redemption or exercise of any Securities being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange, redemption or exercise; (vi) with respect to shares of Common Stock or Preferred Stock (or Debt Securities convertible or exchangeable into, or Warrants exercisable for, Common Stock or Preferred Stock) offered, that there will be sufficient shares of Common Stock or Preferred Stock authorized under the Company's organizational documents that are not otherwise reserved for issuance; (vii) with respect to any Securities issuable upon conversion of any convertible Debt Securities or upon exercise of any Warrants, such convertible Debt Securities or Warrants will constitute valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms; and (viii) any Debt Securities or Warrants offered under the Registration Statement, and the related indenture and warrant agreement, will be executed in the forms filed as exhibits to the Registration Statement or incorporated by reference therein.

Ondas Holdings Inc.
October 26, 2022
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Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. With respect to shares of the Common Stock to be sold by the Company when both: (a) the Board of Directors of the Company or a duly constituted and acting committee thereof (such Board of Directors or committee being hereinafter referred to as the "Board") has taken all necessary corporate action to approve the issuance and the terms of the offering of the shares of Common Stock and related matters; and (b) certificates representing such shares of Common Stock have been duly executed, countersigned, registered and delivered either (i) in accordance with the applicable definitive purchase, underwriting, subscription, placement agency or similar agreement approved by the Board, or upon the exercise of Warrants to purchase Common Stock, upon payment of the consideration therefor (not less than the par value of the Common Stock) provided for therein or (ii) upon conversion or exercise of any other Securities, in accordance with the terms of such Securities or the instrument governing such Securities providing for such conversion or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Common Stock), then such shares of Common Stock will be validly issued, fully paid and nonassessable.

2. With respect to any particular series of shares of Preferred Stock, when both: (a) the Board has taken all necessary corporate action to approve the issuance and terms of the shares of Preferred Stock, the terms of the offering thereof, and related matters; and (b) certificates representing the shares of Preferred Stock have been duly executed, countersigned, registered and delivered either (i) in accordance with the applicable definitive purchase, underwriting, subscription, placement agency or similar agreement approved by the Board, or upon the exercise of Warrants to purchase Preferred Stock, upon payment of the consideration therefor (not less than the par value of the Preferred Stock) provided for therein or (ii) upon conversion or exercise of any other Securities or the instrument governing such Securities providing for such conversion or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Preferred Stock), then the shares of Preferred Stock will be validly issued, fully paid and nonassessable.

We render this opinion only with respect to the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Securities will be issued in compliance with all applicable state securities or blue sky laws.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the 462(b) Registration Statement filed by the Company. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement filed by the Company. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Ondas Holdings Inc. of our report dated March 22, 2022 on our audit of the financial statements of Ondas Holdings Inc. as of and for the years ended December 31, 2021 and 2020. We also consent to the reference to our firm under the caption “Experts” in the Registration Statement.

/s/ Rosenberg Rich Baker Berman, P.A.

Somerset, New Jersey
October 26, 2022

Consent of Independent Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Ondas Holdings Inc. (the "Registration Statement") of our report dated May 10, 2021 relating to the financial statements of American Robotics, Inc. as of and for the years ended December 31, 2020 and 2019. We also consent to the reference to our firm under the caption "Experts" in the Registration Statement.

/s/ Turner, Stone & Company, L.L.P.

Dallas, Texas
October 26, 2022



~~Kost Forer Gabbay & Kasierer~~
~~Derech Menachem Begin 144A,~~
~~Tel Aviv, 6492124~~
Tel- 03-6232525
Fax- 03-5622555
www.ey.com/il

Consent Letter

The Board of Directors
Airobotics LTD.:

We consent to the reference to our firm under the caption “Experts” in this Registration Statement (Form S-3) and related Prospectus of Ondas Holdings Inc. and to the incorporation by reference therein of our report dated September 22, 2022, with respect to the consolidated financial statements of Airobotics Ltd. as of December 31, 2021 and 2020 and for the years ended December 31, 2021 and 2020.

/s/ Kost Forer Gabbay and Kasierer

A member of Ernst & Young Global

Tel Aviv, Israel
October 26, 2022

Calculation of Filing Fee Table

Form S-3
(Form Type)Ondas Holdings Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered and Carry Forward Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Maximum Aggregate Offering Price ⁽¹⁾	Fee Rate	Amount of Registration Fee
Newly Registered Securities							
Fees to be Paid	Equity	Common Stock, par value \$0.0001 per share	457(o)	(1)	(1)	(1)	—
Fees to be Paid	Equity	Preferred Stock, par value \$0.0001 per share	457(o)	(1)	(1)	(1)	—
Fees to be Paid	Debt	Debt Securities	457(o)	(1)	(1)	(1)	—
Fees to be Paid	Other	Warrants	457(o)	(1)	(1)	(1)	—
Fees to be Paid	Other	Units	457(o)	(1)	(1)	(1)	—
Fees to be Paid	Unallocated (Universal) Shelf	Unallocated (Universal) Shelf	457(o)	(1)	(1)	\$ 11,696,000.00	0.0001102
Total Offering Amounts					\$ 11,696,000.00		\$ 1,288.90
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 1,288.90

(1) The registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.0001 per share (the “Common Stock”), preferred stock, par value \$0.0001 per share (the “Preferred Stock”), debt securities, warrants to purchase Common Stock, Preferred Stock and/or debt securities, and units, having a proposed maximum aggregate offering price of \$150,000,000 pursuant to a Registration Statement on Form S-3 (File No. 333-252571) (the “Initial Registration Statement”), which was initially filed on January 29, 2021 and declared effective by the Securities and Exchange Commission on February 5, 2021. As of the date hereof, a balance of \$58,480,000 of such securities remains unsold under the Initial Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), and General Instruction IV(A) of Form S-3, the registrant is hereby registering the offer and sale of an additional \$11,696,000 aggregate maximum amount of its securities. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining securities available to be sold under the Initial Registration Statement.