

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 13, 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(s)	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 1.01. Entry into a Material Definitive Agreement.

On November 13, 2022, Ondas Holdings Inc. (the "Company" or "Ondas") entered into an Amendment to Agreement of Merger (the "Amendment") to that certain Agreement of Merger, dated as of August 4, 2022, by and among the Company, Airobotics Ltd., an Israeli publicly traded company limited by shares ("Airobotics"), and Talos Sub Ltd., an Israeli company and a wholly owned subsidiary of the Company (collectively, as amended, the "Merger Agreement"). Capitalized terms used but not otherwise defined herein have the respective meanings set forth in the Merger Agreement.

The Amendment modified certain termination rights for both the Company and Airobotics. Both the Company and Airobotics have the right to terminate the Merger Agreement if the Closing does not occur on or before February 15, 2023, as set forth in the Amendment.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 2.1, and incorporated herein by reference.

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, as amended on November 3, 2022, 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. 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
2.1	Amendment to Agreement of Merger, dated November 13, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 14, 2022

ONDAS HOLDINGS INC.

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

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AMENDMENT TO AGREEMENT OF MERGER

This AMENDMENT TO AGREEMENT OF MERGER, dated as of November 13, 2022, 2022 (this "Amendment"), is entered into by and among Airobotics Ltd., an Israeli publicly traded company limited by shares (the "**Company**"), Ondas Holdings Inc., a Nevada corporation ("**Parent**"), and **Talos Sub Ltd.**, an Israeli company and a wholly owned subsidiary of Parent ("**Merger Sub**").

RECITALS

WHEREAS, the Company, Parent and Merger Sub are parties to that certain Agreement of Merger, dated August 4, 2022 (the "Merger Agreement"); and

WHEREAS, the Parties desire to amend the Merger Agreement pursuant to Section 8.2 of the Merger Agreement.

NOW THEREFORE, in consideration of the premises and the mutual covenants and the agreements herein set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Certain Definitions. Capitalized terms that are used but not otherwise defined herein shall have the meanings ascribed to them in the Merger Agreement.
2. Merger Agreement Amendment.
 - (a) Section 7.1.2 of the Merger Agreement is hereby deleted and the following is inserted in its place:

*"By either Parent or the Company, upon delivery of written notice to the other, if the Closing shall not have occurred on or before February 15, 2023 (the "**Termination Date**"); provided, however, that neither Parent nor the Company will be entitled to terminate this Agreement under this Section 7.1.2 if such Person's material breach of or material failure to fulfill any obligation under this Agreement has been the cause of, or resulted in, the failure of the Closing to occur on or before the Termination Date;"*
3. References to and Effect on the Merger Agreement.
 - (a) On and after the date hereof, each reference in the Merger Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Merger Agreement, and each reference in the documents contemplated by the Merger Agreement to the "Merger Agreement", "thereunder", "thereof" or words of like import referring to the Merger Agreement shall mean and be a reference to the Merger Agreement after giving effect to this Amendment.
 - (b) Except as specifically amended by this Amendment, the Merger Agreement and the other documents contemplated thereby shall remain in full force and effect and are hereby ratified and confirmed.
4. Miscellaneous. Sections 8.1-8.9, 8.12-8.13, and 8.15 of the Merger Agreement are incorporated herein by reference and shall apply to this Amendment *mutatis mutandis*.

[Remainder of page intentionally left blank; signatures on following pages.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

PARENT:**ONDAS HOLDINGS INC.**

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

MERGER SUB:**TALOS SUB LTD.**

By: /s/ Eric Brock
 Name: Eric A. Brock
 Title: Director

[Signature Page to Amendment to Merger Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

COMPANY:**AIROBOTICS LTD.**

By: /s/ Meir Klinier, /s/ Yishay Curelaru
 Name: Meir Klinier, Yishay Curelaru
 Title: CEO, CFO

