

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Bushey Thomas</u> (Last) (First) (Middle) 411 WAVERLEY OAKS ROAD, SUITE 114 (Street) WALTHAM MA 02452 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ondas Holdings Inc. [ONDS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	(Empty)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	12/21/2022		M		1,591	A	\$0 ⁽¹⁾	3,728	D		
Common Stock	12/21/2022		M		165,606	A	\$0 ⁽¹⁾	169,334	D		
Common Stock	12/21/2022		S		54,902 ⁽²⁾	D	\$1.874 ⁽³⁾	114,432	D		
Common Stock	12/22/2022		M		167,197	A	\$0 ⁽¹⁾	281,629	D		
Common Stock	12/22/2022		S		49,970 ⁽²⁾	D	\$1.773 ⁽⁴⁾	231,659	D		
Common Stock	12/23/2022		M		167,197	A	\$0 ⁽¹⁾	398,856	D		
Common Stock	12/23/2022		S		72,804 ⁽²⁾	D	\$1.673 ⁽⁵⁾	326,052	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(6)	12/21/2022		M		1,591	(7)	(7)	Common Stock	1,591	\$0	1,590	D	
Restricted Stock Units	(6)	12/21/2022		M		165,606	(8)	(8)	Common Stock	165,606	\$0	334,394	D	
Restricted Stock Units	(6)	12/22/2022		M		167,197	(8)	(8)	Common Stock	167,197	\$0	167,197	D	
Restricted Stock Units	(6)	12/23/2022		M		167,197	(8)	(8)	Common Stock	167,197	\$0	0	D	

Explanation of Responses:

- Represents shares of Ondas Holdings Inc. (the "Company") common stock received upon vesting of Restricted Stock Units ("RSUs").
- These shares were sold by the Issuer to fund tax liability attributable to the vesting of the RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.82 to \$1.92, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (4) and (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.74 to \$1.81, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.63 to \$1.71, inclusive.
- Each RSU represents a contingent right to receive one share of common stock, par value \$0.0001 per share, of the Company.
- These RSUs were granted on November 5, 2021 and vest in four successive equal quarterly installments with the first vesting date commencing on the first day of the next calendar quarter, provided that the reporting person is a director of the Company on the applicable vesting dates. All RSUs granted to the reporting person shall vest in full immediately upon a change in control. In connection with the vesting of these RSUs, 1,591 shares of common stock were delivered to the reporting person on December 21, 2022.
- These RSUs were granted on June 3, 2020. 375,000 RSUs vested as of December 31, 2020 and 125,000 RSUs vested January 19, 2021. In connection with the vesting of these RSUs, 165,606, 167,197 and 167,197 (500,000 total) shares of common stock were delivered to the reporting person on December 21, 2022, December 22, 2022, and December 23, 2022, respectively.

/s/ Thomas Bushey 12/27/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.