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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Popolo Joseph V</u> <hr/> (Last) (First) (Middle) 3899 MAPLE AVENUE, SUITE 100 <hr/> (Street) DALLAS TX 75219 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/20/2023	3. Issuer Name and Ticker or Trading Symbol <u>Ondas Holdings Inc. [ ONDS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	251,295	D	
Common Stock	1,397,530	I	Charles & Potomac Capital, LLC <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Warrants (right to buy)	10/19/2023	07/21/2028	Common Stock	7,825,792	0.89	I	Stage 1 Growth Fund LLC (Series WAVE, Class A) <sup>(2)</sup>
Warrants (right to buy)	11/09/2023	08/11/2028	Common Stock	2,374,208	0.89	I	Stage 1 Growth Fund LLC (Series WAVE, Class A) <sup>(2)</sup>

**Explanation of Responses:**

- CFO Fund GenPar, LLC, a Texas limited liability company ("CFO Fund"), is the Managing Member of Charles & Potomac Capital, LLC ("C&P"). The reporting person is the sole control person of CFO Fund and C&P.
- C&P is the proxy for the members of Stage 1 Growth Fund LLC (Series WAVE, Class A) (the "SPV"), and the manager of the SPV must act in accordance with C&P's direction with respect to exercise and voting of the issuer's securities and derivative securities held by the SPV. The reporting person is the sole control person of C&P.

/s/ Joseph Popolo 08/29/2023  
 \*\* 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 5 (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.