

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 31, 2023

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	Name of each exchange on which registered
Common Stock par value \$0.0001	ONDS	The Nasdaq Stock Market LLC, Tel Aviv Stock Exchange

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2023 Annual Meeting of Stockholders of Ondas Holdings Inc. (the "Company") held on October 31, 2023 (the "Annual Meeting"), stockholders of the Company approved an amendment to the Ondas Holdings Inc. 2021 Stock Incentive Plan (the "2021 Plan") to increase the number of shares of the Company's common stock, par value of \$0.0001 per share ("Common Stock"), authorized for issuance under the 2021 Plan from 6,000,000 shares of Common Stock to 8,000,000 shares of Common Stock (the "Plan Amendment"). The Board of Directors of the Company adopted the Plan Amendment on September 29, 2023, subject to stockholder approval.

A description of the material terms and conditions of the Plan Amendment is set forth on page 27 of the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 3, 2023 (the "Proxy Statement"), and is incorporated herein by reference. The description of the Plan Amendment incorporated herein by reference does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, attached to this report as Exhibit 10.1, and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following matters were voted upon at the Annual Meeting. Each stockholder of Common Stock was entitled to one vote on each matter properly presented at the Annual Meeting for each share of Common Stock owned by that stockholder on the record date.

Proposal 1 – a proposal to elect four directors, each for a term expiring at the next Annual Meeting or until their successors are duly elected and qualified.

Nominee	Votes For	Votes Withheld	Broker Non-Vote
Eric A. Brock	21,293,912	1,262,677	16,791,927
Richard M. Cohen	20,380,733	2,175,856	16,791,927
Randall P. Seidl	21,420,696	1,135,893	16,791,927
Jaspreet Sood	20,559,826	1,996,763	16,791,927

Proposal 2 – a proposal to approve an amendment to the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of Common Stock from 116,666,667 to 300,000,000 (the "Certificate of Amendment").

Votes For	Votes Against	Abstain	Broker Non-Vote
35,554,848	2,958,795	833,072	N/A

The description of the Certificate of Amendment incorporated herein by reference does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, attached to this report as Exhibit 3.1, and incorporated herein by reference.

Proposal 3 – a proposal to ratify the selection of Rosenberg Rich Baker Berman, P.A. as the Company's independent certified public accountants for the fiscal year ending December 31, 2023.

Votes For	Votes Against	Abstain	Broker Non-Vote
38,442,156	603,854	302,506	N/A

Proposal 4 – a proposal to obtain advisory approval of the Company's executive compensation.

Votes For	Votes Against	Abstain	Broker Non-Vote
20,985,053	1,291,303	280,233	16,791,927

Proposal 5 – a proposal to approve, for purposes of complying with Nasdaq Listing Rule 5635(d), of the Floor Price (as described in the Proxy Statement) and the shares of Common Stock issuable pursuant to the Additional \$11.5 million Notes Closing (as described in the Proxy Statement).

Votes For	Votes Against	Abstain	Broker Non-Vote
21,766,438	688,330	101,821	16,791,927

Proposal 6 – a proposal to approve an amendment to the 2021 Plan to increase the number of shares of Common Stock authorized for issuance under the 2021 Plan.

Votes For	Votes Against	Abstain	Broker Non-Vote
18,453,082	4,023,571	79,936	16,791,927

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment, filed on October 31, 2023.
10.1+	Amendment to the Ondas Holdings Inc. 2021 Incentive Stock Plan.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

+ Management Compensatory Plan

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 31, 2023

ONDAS HOLDINGS INC.

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



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<p>1. Entity information:</p>	<p>Name of entity as on file with the Nevada Secretary of State:</p> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Ondas Holdings Inc.</div> <p>Entity or Nevada Business Identification Number (NVID): NV20141779297</p>								
<p>2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u>, complete section 1, 2, 3, 5 and 6.)</p>	<p><input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles</p> <p style="margin-left: 20px;"><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</p> <p style="margin-left: 20px;"><input type="checkbox"/> Amended and Restated Articles</p> <p><small>* Restated or Amended and Restated Articles must be included with this filing type.</small></p>								
<p>3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)</p>	<p><input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)</p> <p style="margin-left: 20px;">The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors</p> <p style="margin-left: 20px;">The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued</p> <hr/> <p><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)</p> <p style="margin-left: 20px;">The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 64.43%</p> <hr/> <p><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -</p> <p style="margin-left: 20px;">Name in home state, if using a modified name in Nevada: </p> <p style="margin-left: 20px;">Jurisdiction of formation: </p> <p style="margin-left: 20px;">Changes to takes the following effect:</p> <table style="margin-left: 40px; width: 80%;"> <tr> <td><input type="checkbox"/> The entity name has been amended.</td> <td><input type="checkbox"/> Dissolution</td> </tr> <tr> <td><input type="checkbox"/> The purpose of the entity has been amended.</td> <td><input type="checkbox"/> Merger</td> </tr> <tr> <td><input type="checkbox"/> The authorized shares have been amended.</td> <td><input type="checkbox"/> Conversion</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other: (specify changes) </td> </tr> </table> <p><small>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</small></p>	<input type="checkbox"/> The entity name has been amended.	<input type="checkbox"/> Dissolution	<input type="checkbox"/> The purpose of the entity has been amended.	<input type="checkbox"/> Merger	<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion	<input type="checkbox"/> Other: (specify changes) 	
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<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion								
<input type="checkbox"/> Other: (specify changes) 									

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR
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 Carson City, Nevada 89701-4201
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Profit Corporation:
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Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
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5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <input style="width: 100%;" type="text" value="4.1 Authorized Shares."/> (attach additional page(s) if necessary)
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6. Signature: (Required)	<table border="0"> <tr> <td style="width: 50%;">X <u>/s/ Eric A. Brock</u> Signature of Officer or Authorized Signer</td> <td style="width: 50%;"><input style="width: 100%;" type="text" value="Chairman, CEO, Pres. & Interim CFO"/> Title</td> </tr> <tr> <td>X _____ Signature of Officer or Authorized Signer</td> <td><input style="width: 100%;" type="text"/> Title</td> </tr> </table> <p><small>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</small></p>	X <u>/s/ Eric A. Brock</u> Signature of Officer or Authorized Signer	<input style="width: 100%;" type="text" value="Chairman, CEO, Pres. & Interim CFO"/> Title	X _____ Signature of Officer or Authorized Signer	<input style="width: 100%;" type="text"/> Title
X <u>/s/ Eric A. Brock</u> Signature of Officer or Authorized Signer	<input style="width: 100%;" type="text" value="Chairman, CEO, Pres. & Interim CFO"/> Title				
X _____ Signature of Officer or Authorized Signer	<input style="width: 100%;" type="text"/> Title				

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

The Articles of Incorporation of the corporation are hereby amended by deleting Section 4.1 of Article IV, and inserting in lieu of said Section 4.1 of Article IV the following new Section 4.1 under Article IV: "4.1. Authorized Shares. The corporation is authorized to issue two classes of shares, designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized to be issued is 300,000,000 shares, with a par value of \$0.0001 per share. The total number of shares of Preferred Stock authorized to be issued is 10,000,000 shares, with a par value of \$0.0001 per share."

AMENDMENT TO THE
ONDAS HOLDINGS INC.
2021 INCENTIVE STOCK PLAN

WHEREAS, Ondas Holdings Inc., a Nevada corporation (the “Company”) currently maintains and sponsors the Ondas Holdings Inc. 2021 Incentive Stock Plan (the “Plan”); and

WHEREAS, Section 16(l) of the Plan provides that the Board of the Directors of the Company (“Board”) may amend the Plan from time to time; and

WHEREAS, the Board has determined it to be in its best interests to amend the Plan as set forth herein; and

NOW, THEREFORE, effective upon the Company’s Stockholders’ approval as set forth in Section 16(l) of the Plan, the following amendment to the Plan is hereby adopted:

1. The last sentence of Section 5(a) of the Plan shall be amended and restated to read as follows:

“(a) ***Shares Available for Awards.*** The Common Stock that may be issued pursuant to Awards granted under the Plan shall be treasury shares or authorized but unissued shares of the Common Stock. The total number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall be eight million (8,000,000) shares.”

2. Section 5(b) of the Plan shall be amended and restated to read as follows:

“(b) ***Limitations on Incentive Stock Options.*** With respect to the shares of Common Stock reserved pursuant to this Section, a maximum of eight million (8,000,000) such shares may be subject to grants of Incentive Stock Options.”

3. Except as modified by this Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this instrument as of the 31st day of October 2023, on behalf of the Company.

ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock
Name: Eric A. Brock
Title: Chairman, Chief Executive Officer, President
and Interim Chief Financial Officer