

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) **December 5, 2024**

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.)

One Marina Park Drive, Suite 1410, Boston, MA 02210
(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 |

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 7.01. Regulation FD Disclosure.

On December 5, 2024, Siemens Mobility issued a press release announcing its continued efforts to future-proof legacy rail networks across the country, partnering with Ondas Networks Inc. on a new project to upgrade Metra's legacy 900 MHz communications network with Siemens Mobility's Airlink wireless networking equipment. A copy of a press release issued by Siemens Mobility is furnished hereto as Exhibit 99.1.

The information furnished pursuant to Item 7.01, including Exhibit 99.1 shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Siemens Mobility Press Release, dated December 5, 2024. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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: December 5, 2024

ONDAS HOLDINGS INC.

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

Joint Press Release

by Siemens Mobility and Onda Networks

Press

New York, NY
November XX, 2024

Siemens Mobility & Onda Networks to Future-Proof Metra’s Legacy Communications Network

- **First 900 MHz wireless network upgrade by a major railroad**
- **Siemens Mobility and Onda Networks to support upgrade to a new wireless system**
- **Next generation IP-based communication system will future-proof Chicago’s legacy network**
- **Maximized network capacity for rail operators**

Siemens Mobility will continue its efforts to future-proof legacy rail networks across the country, partnering with mission-critical wireless data network developer Onda Networks on a new project. Together, the pair will upgrade Metra’s legacy 900 MHz communications network with Siemens Mobility’s Airlink wireless networking equipment.

As the primary transit operator serving passengers in the Chicago metropolitan area, Metra connects more than 100 communities across 242 rail stations.

“Chicago has one of the most complex railroad wireless environments in the country,” said Tobias Bauer, Head of Rail Infrastructure at Siemens Mobility North America. “Our Siemens Mobility Airlink wireless platform, which incorporates the new dot16 wireless standard adopted by the Association of American Railroads, will upgrade Chicago’s legacy communications network to provide reliable, secure wireless connectivity for mission critical operations. That means enhanced data capacity and flexibility for Chicago’s rail operators and more seamless travel for the city’s commuters.”

SIEMENS

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Onda Networks
920 Stewart Drive
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Sunnyvale, CA 94085
USA

Joint Press Release

by Siemens Mobility and Onda Networks

“We are thrilled to work closely with Siemens Mobility and Metra in the 900 MHz network to upgrade and support reliable communications essential for train operations,” stated Eric Brock, Chairman and CEO of Onda Networks. “Further, this is an important milestone, confirming that Onda Networks and Siemens Mobility have established a comprehensive deployment plan for the new 900 MHz wireless network for North American railroads. From here, we look forward to working closely with additional customers across the railroad sector in North America to support a broader transition to a new 900 MHz network powered by standards-based dot16 wireless technology.”

Metra’s order follows extensive collaboration between Siemens Mobility and wireless technology partner Onda Networks. The two worked closely with railroads nationwide to validate the reliability of the new IEEE 802.16t (“dot16”) technology and simplify the transition from legacy systems to a cutting-edge 900 MHz wireless communications network.

Designed for mission-critical private industrial networks, dot16 provides an upgrade path from legacy narrowband systems, delivering increased capacity, bandwidth, security, and flexibility for multiple advanced applications in a modern general purpose IP network.

As the first 900 MHz wireless network upgrade by a major railroad, Metra’s order will set the tone for the future of enhanced railroad connectivity and communications across the country. Perfect for a busy city like Chicago, Siemens Mobility’s Airlink wireless network technology is scalable, secure, and designed to operate seamlessly in challenging environments, including high-speed rail and dense urban transit systems.

Together, Metra, Siemens Mobility and Onda Networks will transform the everyday for Chicago commuters, digitalizing the city’s rail systems with the next-generation of IP-based communication systems for the automated, smart railroad of the future.

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Joint Press Release

by Siemens Mobility and Onda Networks

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This press release and a **press picture** is available at <Link>
For further information about Siemens Mobility, please see: www.siemens.com/mobility

Siemens Mobility is a separately managed company of Siemens AG. As a leader in intelligent transport solutions for more than 175 years, Siemens Mobility is constantly innovating its portfolio. Its core areas include rolling stock, rail automation and electrification, a comprehensive software portfolio, turnkey systems as well as related services. With digital products and solutions, Siemens Mobility is enabling mobility operators worldwide to make infrastructure intelligent, increase value sustainably over the entire lifecycle, enhance passenger experience and guarantee availability. In fiscal year 2024, which ended on September 30, 2024, Siemens Mobility posted revenue of €11.4 billion and employed around 41,900 people worldwide. Further information is available at: www.siemens.com/mobility

Ondas Networks Inc. (“Ondas Networks”) is a developer of proprietary, software-based wireless broadband technology for large established and emerging commercial and government markets. Ondas Networks’ standards-based (802.16), multi-patented, software-defined radio FullMAX platform enables Mission-Critical IoT (MC-IoT) applications by overcoming the bandwidth limitations of today’s legacy private licensed wireless networks. Ondas Networks’ customer end markets include railroads, utilities, oil and gas, transportation, aviation (including drone operators) and government entities whose demands span a wide range of mission critical applications. Ondas Networks is a subsidiary of Ondas Holdings Inc. (Nasdaq: ONDS). For additional information on Ondas Holdings, visit www.ondas.com or follow Ondas Holdings on X formerly known as Twitter and LinkedIn. For additional information on Ondas Networks, visit www.ondasnetworks.com or follow Ondas Networks on X and LinkedIn.

Information on our websites and social media platforms is not incorporated by reference in this release or in any of our filings with the U.S. Securities and Exchange Commission.

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