

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) February 28, 2025

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.)

53 Brigham Street, Unit 4, Marlborough, MA 01752

(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 1.01 Entry into a Material Definitive Agreement.

The disclosure included in Item 2.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed, on September 3, 2024, Ondas Networks Inc. ("Networks"), a subsidiary of Ondas Holdings Inc. (the "Company"), entered into that certain Security Note Agreement, by and among Networks, as borrower, and Charles & Potomac Capital, LLC, an entity affiliated with Joseph Popolo, a director of the Company, as lender ("C&P"), pursuant to which C&P loaned Networks One Million Five Hundred Thousand Dollars (\$1,500,000) (the "Secured Loan").

On February 28, 2025, Networks and C&P entered into that certain Letter Agreement (the "Letter Agreement"), pursuant to which the Maturity Date of the Secured Loan was amended from February 28, 2025 to July 23, 2025. Capitalized terms used but not otherwise defined herein have the respective meanings set forth in the Letter Agreement.

The foregoing description of the Letter Agreement does not purport to be complete and is qualified in its entirety by the Letter Agreement, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Letter Agreement, dated February 28, 2025, by and between Ondas Networks Inc. and Charles & Potomac Capital, LLC.
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: February 28, 2025

ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock

Eric A. Brock
Chief Executive Officer



February 28, 2025

Re: Letter Agreement (“Letter Agreement”)

Dear Noteholder:

Reference is made to the Secured Note Agreement, dated September 3, 2024 (the “Agreement”), by and between Ondas Networks Inc., a Texas corporation (the “Company”) and Charles & Potomac Capital, LLC (“Lender”), pursuant to which Lender extended a line of credit to the Company in the amount of \$1,500,000. Capitalized terms used but not defined in this document shall have the respective meanings set forth in the Agreement.

Pursuant to Section 3(a) of the Agreement, the Maturity Date of the Loan is February 28, 2025. The Company is requesting an extension of the Maturity Date of the Loan from February 28, 2025 to July 23, 2025.

If the extension of the Maturity Date to July 23, 2025 is acceptable, please agree and acknowledge this Letter Agreement.

We appreciate your continued support.

Sincerely,

ONDAS NETWORKS INC.

By: /s/ Neil Laird
Name: Neil Laird
Title: Interim Chief Financial Officer

Agreed to and acknowledged by:

CHARLES & POTOMAC CAPITAL, LLC

By: /s/ Joseph Popolo
Name: Joseph Popolo
Title: Chief Executive Officer
Date: February 28, 2025

Ondas Holdings Inc.
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