

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) **July 18, 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.)

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 8.01. Other Events

As of July 18, 2025, the December 17, 2024 Additional Notes (as defined below) have been settled and are no longer outstanding. Also, on July 21, 2025, Ondas Holdings Inc. (the "Company") issued a press release announcing the full retirement of its outstanding Notes (as defined below). A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

As previously disclosed, the Company issued certain (i) 3% Senior Convertible Notes in the aggregate original principal amount of \$34.5 million, which were subsequently exchanged by the Company, on a dollar-for-dollar basis, into new 3% Senior Convertible Notes and have maturity date of April 28, 2025 (the "Exchange Notes"), which Exchange Notes were previously settled and are no longer outstanding; (ii) 3% Series B-2 Senior Convertible Notes in the aggregate original principal amount of \$11.5 million (the "2023 Additional Notes"), which 2023 Additional Notes were previously settled and are no longer outstanding; (iii) 3% Series B-2 Senior Convertible Notes in the aggregate original principal amount of \$4.1 million (the "December 3, 2024 Additional Notes"), which December 3, 2024 Additional Notes were previously settled and are no longer outstanding; (iv) 3% Series B-2 Senior Convertible Notes in the aggregate original principal amount of \$11.5 million (the "December 17, 2024 Additional Notes"); and (v) 3% Series B-2 Senior Convertible Notes in the aggregate original principal amount of \$18.9 million (the "December 31, 2024 Additional Notes," together with the Exchange Notes, 2023 Additional Notes, December 3, 2024 Additional Notes and December 17, 2024 Additional Notes, the "Notes"), which December 31, 2024 Additional Notes were previously settled and are no longer outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated July 21, 2025
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: July 21, 2025

ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock

Eric A. Brock
Chief Executive Officer

Ondas Holdings Retires All Outstanding Convertible Notes, Fortifies Strong Balance Sheet and Liquidity Position

BOSTON, MA / July 21, 2025 / Ondas Holdings Inc. (NASDAQ: ONDS) (“Ondas” or the “Company”), a leading provider of private industrial wireless networks and autonomous drone and data solutions through its Ondas Networks and Ondas Autonomous Systems business units, today announced the full retirement of its outstanding convertible notes.

As of July 18, 2025, all previously issued convertible notes of Ondas, including the 2023 Additional Notes, the December 3, 2024 Additional Notes, the December 17, 2024 Additional Notes, and the December 31, 2024 Additional Notes, have been fully settled and no longer outstanding. With this milestone, Ondas has no outstanding convertible notes.

“The full exercise and retirement of our convertible notes is a significant achievement for Ondas,” said Eric Brock, Chairman and CEO of Ondas Holdings. “It reflects our strong financial position and confidence in our long-term growth trajectory. With more than \$67 million in cash and cash equivalents on our balance sheet as of June 30th, we are operating from a position of strength with ample liquidity to pursue our strategic growth plan.”

This development further enhances the Company’s capital structure, simplifying its balance sheet while underscoring Ondas’ financial discipline and strategic focus.

About Ondas Holdings Inc.

Ondas Holdings Inc. (Nasdaq: ONDS) is a leading provider of autonomous drone and private wireless solutions through its business units Ondas Autonomous Systems (OAS) and Ondas Networks. Ondas’ technologies offer a powerful combination of aerial intelligence and next-generation connectivity to enhance security, operational efficiency, and data-driven decision-making across essential industries.

OAS offers a portfolio of best-in-class AI-driven defense and security drone platforms that are currently deployed globally to protect and secure sensitive locations, populations, and critical infrastructure. Operating via its wholly owned subsidiaries, American Robotics and Airobotics, OAS offers the Optimus System—the first U.S. FAA-certified sUAS for automated aerial security and data capture—and the Iron Drone Raider—an autonomous counter-UAS system designed to neutralize hostile drones.

Ondas Networks provides software-defined wireless broadband technology through its FullMAX platform, based on the IEEE 802.16t standard. This standards-based system delivers high-performance connectivity for mission-critical IoT applications in markets such as rail, utilities, oil and gas, transportation, and government.

For additional information on Ondas Holdings: www.ondas.com, X and LinkedIn

For Ondas Autonomous Systems: LinkedIn

For Airobotics: www.airoboticsdrones.com, X and LinkedIn

For American Robotics: www.american-robotics.com, X and LinkedIn

For Ondas Networks: www.ondasnetworks.com, X and LinkedIn

Forward-Looking Statements

Statements made in this release that are not statements of historical or current facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. We caution readers that forward-looking statements are predictions based on our current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Our actual results, performance, or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including the risks discussed under the heading “Risk Factors” discussed under the caption “Item 1A. Risk Factors” in Part I of our most recent Annual Report on Form 10-K or any updates discussed under the caption “Item 1A. Risk Factors” in Part II of our Quarterly Reports on Form 10-Q and in our other filings with the SEC. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as required by law.

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