

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) **January 12, 2026**

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.)
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222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401

(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

On January 12, 2026, Ondas Holdings Inc. issued a press release announcing the closing of its approximately \$1 billion registered direct offering. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated January 12, 2026.
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.

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

Ondas Holdings Inc. Announces Closing of \$1 Billion Offering

WEST PALM BEACH, FL / January 12, 2026 / Ondas Holdings Inc. (NASDAQ:ONDS) (“Ondas” or the “Company”), a leading provider of autonomous aerial and ground robot intelligence through its Ondas Autonomous Systems (OAS) business unit and private wireless solutions through Ondas Networks, announced today the closing of its registered direct offering of 19,000,000 shares of its common stock and, in lieu of common stock, pre-funded warrants to purchase up to 41,790,274 shares of its common stock (together “Common Stock Equivalents”) to an institutional investor. Each Common Stock Equivalent was sold with a common stock warrant to purchase two (2) shares of common stock. The total number of Common Stock Equivalents sold in the offering was 60,790,274. The Common Stock Equivalents are accompanied by warrants to purchase a total of 121,580,548 shares of common stock, which we refer to as common stock warrants. Ondas estimates net proceeds from the offering to be approximately \$959.2 million, after deducting placement agent fees and estimated offering expenses. If the common stock warrants are fully exercised on a cash basis, Ondas has the potential to raise approximately \$3.4 billion in additional gross proceeds. No assurance can be given that any of the common stock warrants will be exercised.

Each share of common stock and accompanying common stock warrant was sold together at a combined offering price of \$16.45, and each pre-funded warrant and accompanying common stock warrant was sold together at a combined offering price of \$16.4499 (with a nominal exercise price of \$0.0001 per share remaining unpaid as of the issuance date), each priced above-the-market under the rules of the Nasdaq Stock Market and representing a premium of approximately 17.5% to Ondas’ closing stock price on January 8, 2026. Each pre-funded warrant is exercisable immediately after the original issue date and will expire seven years from the date of issuance. Each common stock warrant has an exercise price of \$28.00 per share, is immediately exercisable and will expire seven years from the date of issuance. All of the shares, pre-funded warrants and common stock warrants in the offering were sold by the Company.

Ondas intends to use the net proceeds from this offering for corporate development and strategic growth, including acquisitions, joint ventures, and investments.

Oppenheimer & Co. Inc. acted as the lead placement agent for the offering. Stifel, Nicolaus & Company, Incorporated, Needham & Company, LLC, Lake Street Capital Markets, LLC, Northland Capital Markets, Ladenburg Thalmann & Co. Inc., H.C. Wainwright & Co., LLC, and Maxim Group LLC acted as co-placement agents for the offering.

Akerman LLP served as legal counsel to Ondas and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. served as legal counsel to the placement agents.

An automatic shelf registration statement on Form S-3ASR (File No. 333-290121) relating to the securities issued in the offering was filed with the Securities and Exchange Commission (“SEC”) and was automatically effective upon filing on September 9, 2025. A final prospectus supplement and accompanying prospectus describing the terms of the offering has been filed with the SEC. Copies of the final prospectus supplement and the accompanying prospectus relating to the securities offered may also be obtained from Oppenheimer & Co. Inc. Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, or by telephone at (212) 667-8055, or by email at EquityProspectus@opco.com. Electronic copies of the final prospectus supplement and accompanying prospectus are also available on the SEC’s website at <http://www.sec.gov>.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

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, including, but not limited to, statements regarding the intended use of net proceeds from the offering. 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. These risks and uncertainties relate, among other things, to fluctuations in our stock price and changes in market conditions. 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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