

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) **March 16, 2026**

Ondas 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.)

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 2.01. Completion of Acquisition or Disposition of Assets.

On March 16, 2026, Ondas Inc. (the "Company") completed the acquisition of Rotron Aerospace Ltd. ("Rotron"), a UK-based developer of advanced unmanned aerial systems and long-range autonomous platforms designed for extended-reach operations and autonomous strike missions ("Acquisition"). The Acquisition was pursuant to the Sale and Purchase Agreement (the "Agreement"), by and among the Company, Gilo Holdings Ltd., a private limited company existing under the laws of England and Wales ("Gilo") and indirect owner of Rotron, and the shareholders of Gilo (the "Shareholders").

In accordance with the terms of the Agreement, the Company acquired 100% of the issued share capital of Gilo, for a purchase price of (i) approximately \$6,662,046 in cash and (ii) 3,334,753 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"). Pursuant to the Agreement, the Shareholders agreed, subject to certain customary exceptions, not to sell, transfer or dispose of 659,731 of the Shares for a period of twelve (12) months after the closing of the Acquisition ("Lock-Up").

Additionally, on March 16, 2026, the Company entered into a Registration Rights Agreement, dated March 16, 2026, by and among the Company and the Shareholders (the "Registration Rights Agreement"), and the Shareholders agreed to be subject to daily trading volume limitations, whereby all such Shareholders may not sell, in the aggregate, any Common Stock issued to such Shareholders pursuant to the Agreement on any trading market in any single trading day to the extent such sales would exceed ten percent (10%) of the average daily trading volume of such stock as reported on the principal trading market on which the Common Stock is listed, calculated based on the ten (10) consecutive trading days immediately preceding the relevant date of determination (the "Trading Limitation"). Also, pursuant to the Registration Rights Agreement, the Company agreed to file with the Securities and Exchange Commission prospectus supplements pursuant to Rule 424(b)(7) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), providing for the resale by the Shareholders of such issued Shares, subject to the Lock-Up and Trading Limitation discussed above.

A copy of the opinion of Snell & Wilmer L.L.P., Nevada counsel for the Company, relating to the legality of the issuance of the Shares is attached as Exhibit 5.1 hereto.

Item 3.02 Unregistered Sales of Equity Securities.

The disclosure included in Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference. The issuances of the Shares (as defined above) in Item 2.01 is exempt from the registration requirements of the Securities Act in accordance with Regulation S thereunder.

Item 8.01 Other Events.

Also on March 16, 2026, the Company issued a press release announcing the Acquisition. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial statements are not required in connection with the Acquisition pursuant to Rule 3-05(b) of Regulation S-X.
- (b) Pro forma financial information is not required in connection with the Acquisition pursuant to Article 11 of Regulation S-X.
- (d) Exhibits. The following exhibits are being filed with this Current Report on Form 8-K.

Exhibit No.	Description
5.1	Opinion of Snell & Wilmer L.L.P. (Nevada counsel)
23.1	Consent of Snell & Wilmer L.L.P. (Nevada counsel) (included in Exhibit 5.1).
99.1	Press Release, dated March 16, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: March 16, 2026

ONDAS INC.

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

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SNELL & WILMER L.L.P.
1700 S. PAVILION CENTER DRIVE, SUITE 700
LAS VEGAS, NV 89135
TELEPHONE: 702.784.5200
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March 16, 2026

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

Re: Prospectus Supplement to Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as Nevada counsel to Ondas Inc., a Nevada corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Prospectus Supplement dated March 16, 2026 filed with the Commission pursuant to Rule 424(b) of the Securities Act Regulations ("Prospectus Supplement") on March 16, 2026, which supplements the Company's Registration Statement on Form S-3 (File No. 333-290121) which automatically became effective upon filing on September 9, 2025, as amended from time to time (such Registration Statement in the form in which it became effective is referred to herein as the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), including the base prospectus dated September 9, 2025 (together with the Prospectus Supplement, the "Prospectus"), relating to the registration and sale by the selling stockholders named in the Prospectus Supplement (collectively, the "Selling Stockholders") of 3,334,753 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issued pursuant to that certain Sale and Purchase Agreement (the "Agreement"), entered into in February 2026.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the filing of the Prospectus Supplement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Prospectus.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement and exhibits thereto, including the Prospectus; (ii) the Amended and Restated Articles of Incorporation of the Company, as amended, as currently in effect; (iii) the Amended and Restated Bylaws of the Company, as currently in effect; (iv) the Agreement; and (v) certain resolutions and minutes of meetings of the Board of Directors of the Company relating to (A) the issuance of the Shares, (B) the specimen of Common Stock certificate, and (C) other related matters. For the purpose of rendering this opinion, we have made such factual and legal examinations as we deemed necessary under the circumstances, and in that connection therewith we have examined, among other things, originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials, certificates of officers or other representatives of the Company, and other instruments and have made such inquiries as we have deemed appropriate for the purpose of rendering this opinion.

In our examination, we have assumed without independent verification the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. Our opinions are subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity). As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers or other representatives of the Company and others.

Ondas Inc.
March 16, 2026
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On the basis of, and in reliance on, the foregoing examination and subject to the assumptions, exceptions, qualifications and limitations contained herein, we are of the opinion that the Shares to be resold by the Selling Stockholders are validly issued, fully paid and nonassessable.

We render this opinion only with respect to the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares were issued in compliance with all applicable state securities or blue sky laws.

We assume no obligation to update or supplement this opinion if any applicable laws change after date of this opinion or if we become aware after the date of this opinion of any facts, whether existing before or arising after the date hereof, that might change the opinions expressly so stated. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement and/or the Prospectus, other than as expressly stated herein with respect to the Shares.

We are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is rendered as of the date hereof and is based upon currently existing statutes, rules, regulations and judicial decisions. We disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Current Report on Form 8-K dated the date hereof filed by the Company. We also consent to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not thereby concede that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

Snell & Wilmer L.L.P.

Ondas Completes Acquisition of Rotron Aerospace Ltd., Expanding Long-Range Propulsion Technologies for Advanced Unmanned Systems for Defense

UK-Based Rotron Aerospace Strengthens Ondas' Systems of Systems Architecture with Unmanned Aircraft Platforms, Aero-Engine Technologies, and Long-Endurance Autonomous Mission Capabilities

Expands Ondas' Strategic Footprint Within the UK and NATO Ecosystems, Providing Fast-Track Access to Major Programs Through Deep-Rooted Relationships with the UK Ministry of Defence

Establishes a UK Industrial Base for Advanced Unmanned Systems Supporting NATO Programs and Allied Defense Localization Initiatives

WEST PALM BEACH, FL and LONDON, UK / March 16, 2026 / Ondas 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, today announced **the completion of its acquisition of Rotron Aerospace Ltd. (Rotron)**, a UK-based developer of advanced unmanned aerial systems and long-range autonomous platforms designed for extended-reach operations and autonomous strike missions.

The acquisition expands Ondas’ capabilities across a range of unmanned aircraft technologies supporting long-endurance operations and mission-ready autonomous systems. Rotron’s portfolio includes vertical take-off and landing (VTOL) platforms, long-range unmanned aircraft, advanced aero-engines, and integrated propulsion systems known for their high power-to-weight efficiency and reliability in demanding aerospace and defense environments. With the transaction now complete, Rotron will be Ondas’ UK-based go-to-market platform, strengthening Ondas Autonomous Systems’ ability to design, develop, and scale next-generation unmanned systems supporting defense, security, and critical infrastructure missions.

“Rotron adds specialized propulsion and aircraft engineering expertise that enhances the performance and operational range of autonomous systems across our portfolio,” said Eric Brock, Chairman and CEO of Ondas. “Their engineering capabilities and proven technologies complement the platforms we are developing across aerial, ground, and counter-drone systems and support our strategy to deliver integrated autonomous solutions for mission-critical environments.”

“Rotron’s propulsion and aircraft engineering capabilities represent a critical addition to the Ondas Autonomous Systems platform,” said Eric Brock, Chairman and CEO of Ondas. “Their advanced aero-engine technologies and long-range unmanned aircraft significantly expand the endurance and operational reach of next-generation autonomous systems. The acquisition also strengthens Ondas’ position within the UK defense ecosystem, providing a foundation for localized development and production that supports our broader strategy of delivering advanced autonomous capabilities across NATO and allied markets.”

Rotron has developed a portfolio of unmanned aircraft and propulsion technologies designed for missions where endurance, autonomy, and operational flexibility are critical. Its systems include long-endurance VTOL aircraft and next-generation autonomous aerial platforms powered by proprietary aero-engines and propulsion systems engineered for performance in demanding operational environments. By integrating Rotron’s aircraft and propulsion technologies with the broader Ondas Autonomous Systems portfolio, Ondas expects to further advance the development of long-range unmanned platforms and autonomous mission systems designed for modern defense and security operations.

“Joining Ondas provides an opportunity to scale our unmanned aircraft and propulsion technologies within a broader autonomous systems platform,” said Gilo Cardozo, Founder and CTO of Rotron. “We look forward to supporting the continued development of advanced unmanned systems and contributing to Ondas’ mission of delivering high-performance autonomous solutions.”

The completion of the Rotron acquisition further supports Ondas’ strategy of building a comprehensive portfolio of autonomous technologies that enable sensing, autonomy, and mission execution across multiple operational domains.

Ondas will provide outlook information regarding Rotron on its earnings conference call scheduled for Wednesday, March 25, 2026 at 8:30 a.m. Eastern Time.

About Ondas Inc.

Ondas Inc. (Nasdaq: ONDS) is a leading provider of autonomous systems and private wireless solutions through its business units Ondas Autonomous Systems (OAS), Ondas Capital 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.

Ondas Autonomous Systems (“OAS”) delivers a portfolio of AI-powered defense and security platforms deployed globally to protect sensitive sites, populations, and critical infrastructure. Through its operating companies—American Robotics, Airobotics, Apeiro Motion, Roboteam Ltd., and Sentrycs—OAS provides an integrated suite of autonomous aerial, ground, and counter-UAS solutions. These include the Optimus System, the first FAA-certified small UAS for fully automated aerial security and data capture; Iron Drone Raider, an autonomous counter-UAS interception platform; Roboteam’s combat-proven tactical ground robotic systems for military and special operations forces; Apeiro Motion’s advanced ground robotics and tethered UAV systems with proprietary navigation and communications technologies; and Sentrycs’ Cyber-over-RF (CoRF) and protocol-manipulation counter-UAS solutions.

Ondas Capital plans to combine advisory services and strategic investment management services to accelerate the rapid scaling and global deployment of unmanned and autonomous systems to Allied defense and security markets.

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 Inc.: 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 Sentrycs: www.sentrycs.com, X and LinkedIn

For Roboteam: www.robo-team.com, X and LinkedIn

For Apeiro Motion: www.apeiro-motion.com, 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.

Contacts

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