

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) **May 28, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2026 Annual Meeting of Stockholders of Ondas Inc. (the “Company”) held on May 28, 2026 (the “Annual Meeting”), stockholders of the Company approved an amendment to the Ondas Inc. 2021 Stock Incentive Plan, as amended (the “2021 Plan”) to increase the number of shares of the Company’s common stock, par value of \$0.0001 per share (“Common Stock”), authorized for issuance under the 2021 Plan from 61,000,000 shares of Common Stock to 81,000,000 shares of Common Stock (the “Plan Increase Amendment”). The Board of Directors of the Company adopted the Plan Increase Amendment on April 9, 2026, subject to stockholder approval.

A description of the material terms and conditions of the Plan Increase Amendment is set forth on page 25 of the Company’s definitive proxy statement, as amended, initially filed with the Securities and Exchange Commission on April 21, 2026 (the “Proxy Statement”), and is incorporated herein by reference. The description of the Plan Increase Amendment incorporated herein by reference does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Increase Amendment, attached to this report as Exhibit 10.1, and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following matters were voted upon at the Annual Meeting. Each stockholder of Common Stock was entitled to one vote on each matter properly presented at the Annual Meeting for each share of Common Stock owned by that stockholder on the record date.

Proposal 1 - a proposal to elect four directors, each for a term expiring at the next annual meeting or until their successors are duly elected and qualified.

Nominee	Votes For	Votes Withheld	Broker Non-Vote
Eric A. Brock	118,915,661	8,044,965	138,434,298
Richard M. Cohen	100,274,466	26,686,157	138,434,301
Randall P. Seidl	121,055,991	5,904,632	138,434,301
Jaspreet Sood	121,028,463	5,932,163	138,434,298

Proposal 2 - a proposal to ratify the selection of BDO USA, P.C. as the Company’s independent certified public accountants for the fiscal year ending December 31, 2026.

Votes For	Votes Against	Abstain	Broker Non-Vote
248,561,166	11,747,523	5,086,235	N/A

Proposal 3 - a proposal to obtain advisory approval of the Company’s executive compensation.

Votes For	Votes Against	Abstain	Broker Non-Vote
116,682,221	5,844,596	4,433,805	138,434,302

Proposal 4 - a proposal to approve an amendment to the Company's Amended and Restated Articles of Incorporation, as amended, to increase the number of authorized shares of common stock from 800,000,000 to 1,200,000,000 (the "Certificate of Amendment").

Votes For	Votes Against	Abstain	Broker Non-Vote
230,413,092	29,588,532	5,393,293	N/A

The description of the Certificate of Amendment incorporated herein by reference does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, attached to this report as Exhibit 3.1, and incorporated herein by reference.

Proposal 5 - a proposal to approve an amendment to the 2021 Plan to increase the number of shares of Common Stock authorized for issuance under the 2021 Plan.

Votes For	Votes Against	Abstain	Broker Non-Vote
96,404,128	26,219,240	4,337,252	138,434,304

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment, filed on May 28, 2026.
10.1+	Amendment to the Ondas Inc. 2021 Incentive Stock Plan.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

+ **Management Compensatory Plan**

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: May 28, 2026

ONDAS INC.

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



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input style="width: 90%;" type="text" value="Ondas Inc."/> Entity or Nevada Business Identification Number (NVID): <input style="width: 80%;" type="text" value="E0640082014-2"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input style="width: 100px;" type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input style="width: 100px;" type="text" value="87% votes cast"/> Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input style="width: 90%;" type="text"/> Jurisdiction of formation: <input style="width: 150px;" type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input style="width: 90%;" type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR
 Secretary of State
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 Carson City, Nevada 89701-4201
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Profit Corporation:
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Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
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5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <input type="text" value="4.1 Authorized Shares"/> (attach additional page(s) if necessary)
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6. Signature: (Required)	<table border="0"> <tr> <td>X <u>/s/ Eric Brock</u></td> <td><input type="text" value="Chairman and Chief Executive Officer"/></td> </tr> <tr> <td align="center">Signature of Officer or Authorized Signer</td> <td align="center">Title</td> </tr> <tr> <td>X _____</td> <td><input type="text"/></td> </tr> <tr> <td align="center">Signature of Officer or Authorized Signer</td> <td align="center">Title</td> </tr> </table> <p><small>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</small></p>	X <u>/s/ Eric Brock</u>	<input type="text" value="Chairman and Chief Executive Officer"/>	Signature of Officer or Authorized Signer	Title	X _____	<input type="text"/>	Signature of Officer or Authorized Signer	Title
X <u>/s/ Eric Brock</u>	<input type="text" value="Chairman and Chief Executive Officer"/>								
Signature of Officer or Authorized Signer	Title								
X _____	<input type="text"/>								
Signature of Officer or Authorized Signer	Title								

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

The Articles of Incorporation of the corporation are hereby amended by deleting Section 4.1 of Article IV, and inserting in lieu of said Section 4.1 of Article IV the following new Section 4.1 under Article IV: "4.1. Authorized Shares. The corporation is authorized to issue two classes of shares, designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized to be issued is 1,200,000,000 shares, with a par value of \$0.0001 per share. The total number of shares of Preferred Stock authorized to be issued is 10,000,000 shares, with a par value of \$0.0001 per share."

