SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
COHEN RICHARD M (Last) (First) (Middle) C/O ONDAS INC. 222 LAKEVIEW AVENUE, SUITE 800 (Street) WEST PALM BEACH FL 33401 (City) (State) (Zip)	Ondas Inc. [ONDS] 3. Date of Earliest Transaction (Month/Day/Year) 08/14/2026 4. If Amendment, Date of Original Filed (Month/Day/Year)	(Check all applicable) X Director; 10% Owner; Officer (give title below); Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/14/2026		M		6,482	A	$0(1)	271,335	D	
Common Stock	08/14/2026		F		3,356(2)	D	$9.3	267,979	D	
Common Stock	08/14/2026		M		2,817	A	$0(1)	270,796	D	
Common Stock	08/14/2026		F		1,460(2)	D	$9.3	269,336	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	08/14/2026		M			6,482	(4)	(4)	Common Stock	6,482	$0	19,443	D	
Restricted Stock Units	(3)	08/14/2026		M			2,817	(5)	(5)	Common Stock	2,817	$0	2,817	D	

Explanation of Responses:

1. Represents shares of Ondas Inc. (the "Company") common stock, par value $0.0001 per share ("Common Stock"), received upon vesting of Restricted Stock Units ("RSUs").

2. These shares were sold by the Company to fund tax liability attributable to the vesting of the RSUs.

3. Each RSU represents a contingent right to receive one share of Common Stock.

4. On May 28, 2026, the reporting person was granted 25,925 RSUs. The RSUs (i) vested 25% on July 1, 2026 and (ii) will vest 25% on each of October 1, 2026, January 1, 2026, and April 1, 2026, provided that the reporting person is a director of the Company on the applicable vesting dates. All RSUs granted to the reporting person shall vest in full immediately upon a change in control. In connection with the vesting of these RSUs, 6,482 shares of Common Stock were delivered to the reporting person on August 14, 2026.

5. On August 11, 2025, the reporting person was granted 15,645 RSUs. The RSUs vested (i) 1,561 RSUs during the third quarter of 2025, (ii) 2,817 RSUs during the fourth quarter of 2025, (iii) 2,816 RSUs during the first quarter of 2026, (iv) 2,817 RSUs during the second quarter of 2026, and (v) 2,817 RSUs during the third quarter of 2026 . The remaining 2,817 RSUs, will vest in the fourth quarter of 2026, provided that the reporting person is a director of the Company on the applicable vesting date. All RSUs granted to the reporting person shall vest in full immediately upon a change in control. In connection with the vesting of these RSUs, 2,817 shares of Common Stock were delivered to the reporting person on August 14, 2026.

/s/ Richard M. Cohen 08/14/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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