

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) **September 23, 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) 657-2377**

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 3.02 Unregistered Sales of Equity Securities.

The disclosure included in Item 8.01 of this Current Report on Form 8-K is incorporated herein by reference. The issuance of the Shares (as defined below) are exempt from the registration requirements of the Securities Act of 1933, as amended, in accordance with Regulation D thereunder, as transactions by an issuer not involving a public offering, and Regulation S, as sales to non-U.S. investors outside of the United States.

Item 8.01 Other Events.

On September 23, 2026, the Company filed with the Securities and Exchange Commission a prospectus supplement to its effective registration statement on Form S-3ASR (File No. 333-290121) covering the resale from time to time by certain stockholders of 7,822,077 shares (the "Shares") of Common Stock. (i) 632 shares of Common Stock were acquired by certain stockholders on April 1, 2026, in connection with the Company's acquisition of World View Enterprises Inc., a Delaware corporation, and (ii) 7,821,445 shares of Common Stock were acquired by certain stockholders on September 23, 2026 in connection with the Company's acquisition of the following businesses: (a) CaribouLabs Ltd., a company registered in the State of Israel, (b) Insignito Solutions Ltd., a company registered in the State of Israel, and (c) Ottopia Technologies Ltd., a company registered in the State of Israel (collectively, the "Acquisitions"). A copy of the legal opinion of Snell & Wilmer L.L.P., the Company's Nevada counsel, relating to the legality of the Shares is attached as Exhibit 5.1 hereto.

Also, on September 23, 2026, the Company issued a press release announcing the Acquisitions. 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
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 September 23, 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.

Date: September 23, 2026

ONDAS INC.

By: /s/ Eric A. Brock

Eric A. Brock
Chief Executive Officer

SNELL & WILMER L.L.P.
 1700 S. PAVILION CENTER DRIVE, SUITE 700
 LAS VEGAS, NV 89135
 TELEPHONE: 702.784.5200
 FACSIMILE: 702.784.5252

September 23, 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 September 23, 2026 filed with the Commission pursuant to Rule 424(b) of the Securities Act (as defined below) (“Prospectus Supplement”) on September 23, 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 7,822,077 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), issued pursuant to that certain (i) Share Purchase Agreement (the “Cactus Agreement”), dated as of September 23, 2026, by and among the Company, CaribouLabs Ltd., a company organized under the laws of the State of Israel (“CaribouLabs”), CaribouLabs’ shareholders listed on Exhibit A thereto, and Mr. David Michaeli solely in its capacity as the representative, agent and attorney-in-fact of the Indemnifying Parties (as defined in the Cactus Agreement); (ii) Share Purchase Agreement (the “Ice-T Agreement”), dated as of September 23, 2026, by and among the Company, Insignito Ltd., a company organized under the laws of the State of Israel (“Insignito”), Insignito’s shareholders listed on Exhibit B thereto, and Mr. Itay Nourian solely in its capacity as the representative, agent and attorney-in-fact of the Indemnifying Parties (as defined in the Ice-T Agreement); (iii) Merger Agreement (the “World View Agreement”), dated as of March 23, 2026, by and among the Company, Wassaic Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of the Company, World View Enterprises Inc., a Delaware corporation, and Fortis Advisors LLC, a Delaware limited liability company in its capacity as the Representative (as defined in the World View Agreement); and (iv) Asset Purchase Agreement (the “Oasis Agreement,” together with the Cactus Agreement, Ice-T Agreement, and World View Agreement, the “Agreements”), dated as of September 23, 2026, by and among Oasis Sub Ltd., a wholly owned subsidiary of the Company and Ottopia Technologies Ltd., a company incorporated under the laws of the State of Israel.

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 Agreements; and (v) certain resolutions and written consents 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.

Ondas Inc.
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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.

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 the 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 Acquires Three Defense Technology Businesses to Expand Its Integrated Autonomous Defense Systems Platform

Acquisitions add field-deployed and near-term mission-ready capabilities across acoustic intelligence, resilient communications, remote operations and GNSS-denied navigation, strengthening existing Ondas platforms and enabling new integrated solutions and revenue opportunities.

Insignito adds a unique passive acoustic sensing layer to detect, classify, and track drones particularly useful for small FPV drone systems and fiber optic systems that are difficult to detect by traditional methods.

Ottopia Defense combines AI-powered autonomy capabilities and ultra-low-latency teleoperation, and intelligent networking, connecting unmanned maneuvering platforms with human operators and command centers for one-to-many capabilities.

Caribou Labs is a provider of GNSS-denied navigation and resilient communications technology that will add key capabilities and differentiation for Ondas platforms in combat environments.

WEST PALM BEACH, FL / September 23, 2026 / Ondas Inc. (Nasdaq: ONDS) (“Ondas” or the “Company”), a leading provider of autonomous systems and next-generation defense and security technologies, announced today that it has acquired three defense technology businesses, adding advanced capabilities that enhance the Company’s mission capabilities and expand its addressable markets. The acquired businesses bring technologies ranging from systems already deployed in active conflict environments to capabilities positioned for near-term mission integration across Ondas’ existing platforms. The acquisitions are designed to strengthen Ondas’ existing and future autonomous platforms, accelerate the development of integrated solutions and create new opportunities for growth across the defense and autonomous systems markets.

“These acquisitions reflect our strategy of assembling the critical technologies required to make autonomous systems more capable, resilient and scalable in contested environments,” said Eric Brock, Chairman and CEO of Ondas Inc. “Together, these businesses give Ondas more to sell and more ways to win. They add commercial revenue streams we can grow across our customer base, and they strengthen our ability to pursue larger, longer-term customer programs where we deploy and sustain more capable autonomous systems on behalf of the customers we serve.”

Insignito – AI-Enabled Acoustic Intelligence for C-UAS.

Insignito’s mission-ready technology creates a passive acoustic sensing layer designed to detect, classify, track and localize drones by their acoustic signatures, including small drones, FPV systems, low-altitude threats and autonomous or RF-silent platforms that can challenge traditional radar and radio-frequency detection. Its flagship DUMBO system has been successfully deployed in conflict zones listening to the operating environment rather than transmitting RF or electromagnetic energy, applying real-time signal processing, advanced acoustic modeling, artificial intelligence and proprietary algorithms to identify unmanned aerial vehicle signatures. The technology is designed to complement radar, RF and electro-optical sensors, adding an independent sensing modality to a layered, multi-sensor C-UAS architecture.

Beyond passive detection, Insignito has developed several additional capabilities including WaveGuide, a software-based mission-planning capability that models the acoustic detectability of aerial platforms along planned trajectories; Silent Propellers, which applies acoustic engineering to reduce the noise signature of unmanned aircraft; and Banshee, an acoustic-enabled drone interception technology under development. Collectively, these capabilities span detection, mission planning, signature reduction and interception.

Ottopia Defense – Mission-Critical Communications and Remote Control for Unmanned Systems.

Ottopia Defense (“Ottopia”) provides software and communications infrastructure connecting unmanned maneuvering platforms with remote operators and command centers. The technology is designed to maintain the continuous, real-time flow of video, telemetry, mission data and commands in remote, harsh, bandwidth-constrained, degraded and mission-critical environments. Its architecture dynamically manages high-priority operational data across available communications channels, helping preserve the connection between unmanned platforms and human operators when battlefield connectivity is inconsistent or disrupted.

Ottopia’s mission-ready platform combines AI-enabled autonomy, ultra-low-latency teleoperation, remote control and resilient communications, enabling operators to supervise multiple unmanned systems, monitor live video and telemetry, and intervene whenever human judgment or direct control is required. Its one-to-many architecture allows a smaller number of operators to manage multiple assets from centralized mission centers or distributed command environments while preserving human oversight and command authority.

Caribou Labs – Resilient Communications for GNSS-denied environments.

Caribou Labs (“Caribou”) is a deep-tech, dual-use company specializing in EW environments providing resilient communications and deterministic identification. The company combines domain expertise in RF engineering, sensing and defense systems. Caribou’s mission is to deliver GPS-independent positioning timing and visibility when digital infrastructure fails. The company’s products are complementary to Ondas’ autonomous systems by helping to complete an end-to-end autonomy and resiliency stack that includes connectivity, navigation, identification and regulatory compliance across aerial, ground and command platforms. Caribou’s technology is currently deployed in active conflict environments and has a global pipeline of new customer opportunities.

Building an Integrated Technology Stack for Autonomous Defense

Ondas intends to integrate these technologies across its existing portfolio. Insignito adds acoustic sensing that enhances Ondas’ current C-UAS solution with an additional FPV drone detection layer. Ottopia provides the resilient connectivity and human command capabilities required for remote operations of unmanned ground vehicles such as Iron Wave. Caribou adds navigation, positioning and communications capabilities for GNSS-denied environments that are required across Ondas’ platforms. Combined with Ondas’ existing autonomous platforms, sensors, software and mission systems, these capabilities are expected to strengthen an increasingly integrated technology stack spanning detection, connectivity, navigation, autonomy and mission execution. This approach is central to Ondas’ Systems-of-Systems strategy: combining differentiated technologies across multiple platforms to enhance existing products, accelerate the development of new solutions and expand the markets and revenue opportunities available to the Company.

Transaction Summary of Strategic Acquisitions

Ondas acquired the businesses for aggregate consideration of \$56 million, payable in cash or Ondas common stock. Based on Ondas’ forecasts, the purchase price represents

less than three times the businesses' expected 2027 revenue. The transactions also include potential earnout consideration of up to \$32 million in the aggregate, payable in cash or Ondas common stock upon the achievement of key performance milestones through 2028.

In connection with the acquisitions, the Company approved inducement grants of restricted stock units (RSUs) representing 2,979,063 shares of the Company's common stock and stock options exercisable for 80,000 shares of the Company's common stock with an exercise price of \$7.72 per share to a total of 37 newly-hired employees in connection with the acquisitions. The equity awards were granted under the Ondas Inc. 2026 Inducement Plan pursuant to the Nasdaq Rule 5635(c)(4) inducement grant exception as a component of each individual's employment compensation and were granted as an inducement material to his or her acceptance of employment with the Company. RSUs representing (i) 222,727 shares of the Company's common stock vest in eight (8) equal quarterly installments over two years following the closing date, subject to the applicable employee's continued employment with the Company; (ii) 1,866,061 shares of the Company's common stock vest one-third on September 23, 2027 and subsequently in eight equal quarterly installments, subject to the applicable employee's continued employment with the Company; and (iii) 890,275 shares of the Company's common stock vest on the closing date. Stock options representing 80,000 shares of the Company's common stock vest one-third on September 23, 2027 and subsequently in twenty-four equal monthly installments, subject to the applicable employee's continued employment with the Company.

About Ondas Inc.

Ondas Inc. (Nasdaq: ONDS) is a leading provider of autonomous systems, robotics, and mission-critical technologies for defense, homeland security, public safety, critical infrastructure, and industrial markets. The Company develops and deploys integrated unmanned and autonomous platforms across air, ground, and stratospheric environments, including autonomous drone systems, counter-UAS technologies, robotic ground systems, advanced unmanned aircraft and propulsion solutions, demining and engineering systems, and integrated sensing and communications technologies designed to support intelligence, surveillance, reconnaissance, security, and operational missions in complex environments. Ondas' solutions are deployed globally by government, defense, and commercial customers to protect infrastructure, borders, transportation networks, personnel, and strategic assets.

For additional information on Ondas Inc., visit www.ondas.com.

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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