

**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 7, 2019**

Ondas Holdings Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction
of incorporation)

000-56004
(Commission File
Number)

47-2615102
(IRS Employer
Identification No.)

165 Gibraltar Court, Sunnyvale, California, 94089
(Address of principal executive offices) (Zip Code)

(888) 350-9994
Registrant's telephone number, including area code:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 7.01. Regulation FD Disclosure.

Attached to this report as Exhibit 99.1 is the current company presentation of Ondas Holdings Inc. (the “Company”). The presentation is furnished pursuant to this Item 7.01 and shall not be deemed filed in this or any other filing of the Company with the Securities and Exchange Commission unless expressly incorporated by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Company Presentation dated January 2019</u>

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: January 7, 2019

ONDAS HOLDINGS INC.

By: /s/ Eric Brock

Eric Brock
Chief Executive Officer

ONDAS

Powering The Industrial Internet

ONDAS HOLDINGS INC.
COMPANY PRESENTATION

January 2019

Disclaimer

This presentation includes forward-looking statements regarding Ondas Holdings Inc. (together with its consolidated subsidiaries, including Ondas Networks Inc., the "Company"), its business and prospects. This forward-looking information is based on assumptions and expectations which, while considered reasonable by the Company and its management as of the date of this presentation, are subject to risks, uncertainties, and other factors that may cause actual results and performance to materially differ from results or performance expressed or implied by the forward-looking statements, including those risks set forth under the heading "Risk Factors" and elsewhere in our Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 4, 2018, as amended on October 22, 2018, and in our other filings with the SEC. The Company assumes no obligation to update the information in this presentation, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements, information and estimates contained herein are based on information that the Company believes to be reliable as of today's date, but the Company cannot assure you that such statements, information or estimates are complete or accurate.

Management Team & Board of Directors

Management Team



Eric Brock
Chairman and CEO

- Entrepreneur with over 20 years of global banking and investing experience
- Previously Portfolio Manager at Clough Capital Partners and investment banker at Bear, Stearns & Co.
- MBA from University of Chicago and BS from Boston College



Stewart Kantor
President and CFO

- Co-Founder, over 25 years of experience in wireless communications
- Business development, marketing and finance at AT&T Wireless, BellSouth International, and Nokia Networks
- MBA from Wharton and BA from Columbia University



Suresh Palliparambil
Chief Revenue Officer

- 20 years of international experience building ecosystems for startups and high growth companies
- Held senior leadership positions in sales, development, and operations at NXP Semiconductors, DHL, and Datalogic
- MBA from MIT Sloan, MS from University of Central Missouri and BE from Osmania University



Guy Simpson
Chief Operating Officer

- Over 30 years of experience in Communications sector
- Past experience includes engineering and product development management roles at Catapult
- Honors in Computer Science from University of Hertfordshire



Menashe Shahar
Chief Technology Officer

- Co-Founder, over 30 years of experience in Communications sector focusing on systems design and development
- Multiple patents at top-tier system integrators and service providers including WorldCom, Nortel and ADC Telecom
- BSC & MSC in electrical engineering from Tel Aviv University

Board of Directors



Eric Brock
Chairman and CEO



Stewart Kantor
President and CFO



Richard Cohen
Richard M Cohen Consultants



Derek Reisfield
Independent Consultant



Richard Silverman
Jennings, Strouss & Salmon, PLC

Investment Highlights

1

Disruptive Software Defined Radio Platform

Enabling connectivity for mission critical industrial applications ("MC-IoT") and wireless services

2

IP Forms Core of IEEE 802.16s Wireless Broadband Standard

Key enabling solution for massive industrial IoT investment cycle

3

Industrial IoT End Markets are the Foothills of an Investment Boom

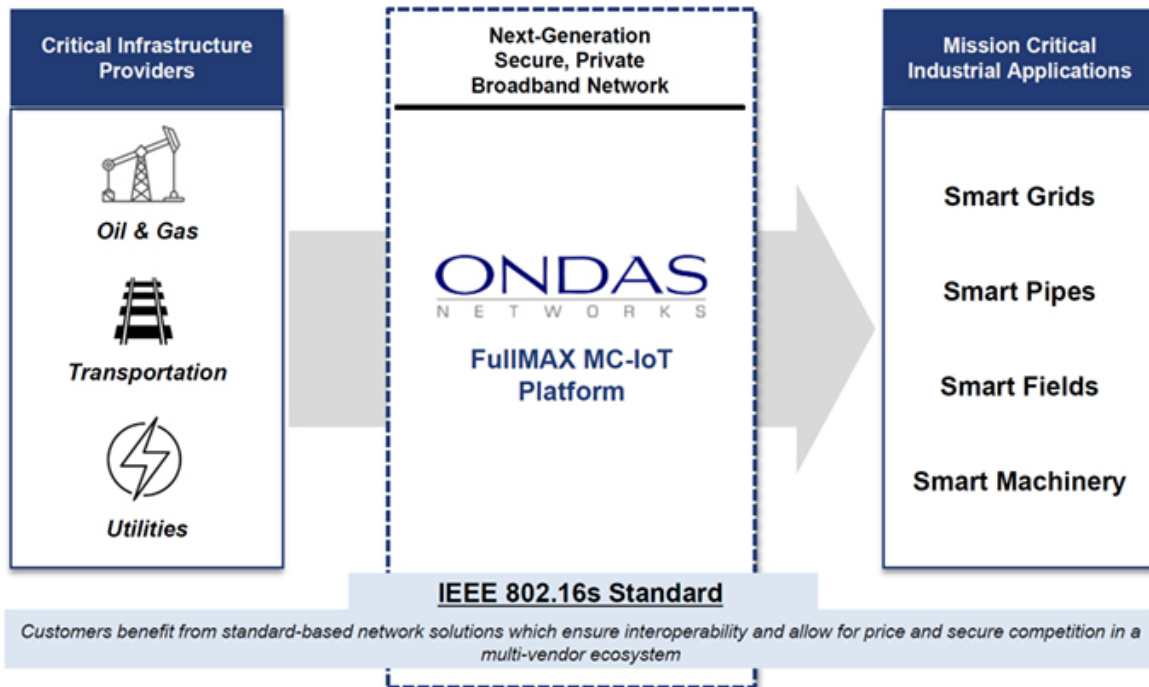
Huge market for private networks; spending shift towards next-generation solutions

4

Seasoned Team with Experience Developing Innovative Technologies and Creating New Markets

Over 130 years of combined finance, management, and technology experience

Ondas Networks Ecosystem



Company Overview

Overview

- Ondas enables connectivity for mission-critical industrial applications (the MC-IoT)
- In September 2018, the Company was acquired by Zev Ventures Incorporated ("Zev") whereby Zev changed its name to Ondas Holdings Inc. and its trading symbol to "ONDS"
- Founded in 2006, the Company is headquartered in Sunnyvale, CA with 38 full-time employees and has a long-term relationship with Lekha Wireless. Ondas is Lekha's largest customer with 30+ Lekha employees dedicated to Ondas

Ondas FullMAX Platform

- Design, develop, manufacture, sell and support FullMAX, a multi-patented, state-of-the-art, point-to-multipoint, Software Defined Radio (SDR) system for secure, licensed, private, wide-area broadband networks
- Customers purchase FullMAX system solutions to deploy wide-area intelligent networks (WANs) for smart grids, smart pipes, smart fields and any other mission critical network that needs internet protocol connectivity
- A FullMAX wireless network is less expensive to build compared to traditional LTE networks given its ability to use lower cost radio spectrum (non-traditional LTE bands) with much greater coverage
- Adoption of low-cost edge computing and increased penetration of "smart machinery" and sensors is driving demand for next-generation networks for IoT applications such as those powered by FullMAX
- Ondas IP forms core of IEEE 802.16s wireless standard; standardized solutions preferred by customers

Massive Market Opportunity

- Cisco and Gartner forecast that there will be billions of connected IoT devices installed by 2020, many of them deployed for industrial applications
- Wide Area IoT spending, including low power WAN deployments will reach \$33.0 billion for carriers and infrastructure vendors by 2022, growing 2.5x from 2017⁽¹⁾
- Global spending on communications by the electric utility sector is projected to grow over 15% annually and reach \$15.4 billion by 2021⁽²⁾
- Spending on oilfield communications is expected to reach \$4.5 billion by 2022, representing annual growth of 7.9%⁽²⁾
- US railroad sector is expected to spend \$10.6 billion in aggregate by 2020 to implement Positive Train Control (PTC) functions as required by federal regulations⁽³⁾

(1) Dell'Oro Group estimates.
(2) MarketsandMarkets.
(3) The Statistics Portal.

FullMAX – Unrivaled Wireless Networks for the Industrial Internet

- System of wireless base stations, fixed and mobile remote radios and supporting technology designed to enable highly secure and reliable industrial-grade connectivity for truly mission-critical applications
- Software-defined architecture provides unmatched radio spectrum agility
- Low cost solution for both fixed and mobile wireless broadband applications
 - Low tower intensity lowers capital and operating expenses
 - Highest value use of underutilized, inexpensive low frequency radio spectrum
- FullMAX forms the core of the new IEEE 802.16s wireless standard
 - Ondas' IEEE 802.16s compliant equipment is designed to optimize performance of unused or underutilized low frequency licensed radio spectrum and narrower channels

Base Station



Remote Radio



Disruptive Technology

MC-IoT requirements and network architecture differ dramatically from consumer-oriented public networks

AVAILABLE – Wide Field Area coverage

- Low latency, high upstream capacity
- Monitor remote assets / environment

RELIABLE – Company-controlled WAN

- Control high value assets remotely
- Enable M2M automation

SECURE – Air-gap to Public Cloud

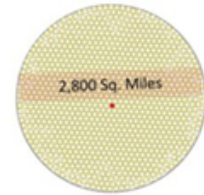
- Licensed spectrum, limits interference
- Company-defined encryption protocols

FullMAX – 1000x Greater Coverage



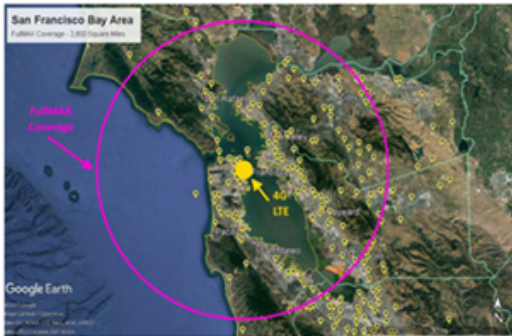
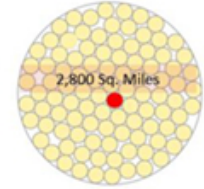
5G Coverage = 2.8 square miles

1,000 5G Cells = **\$50 Million**



4G LTE Coverage = 28 square miles

100 4G LTE Cells = **\$10 Million**

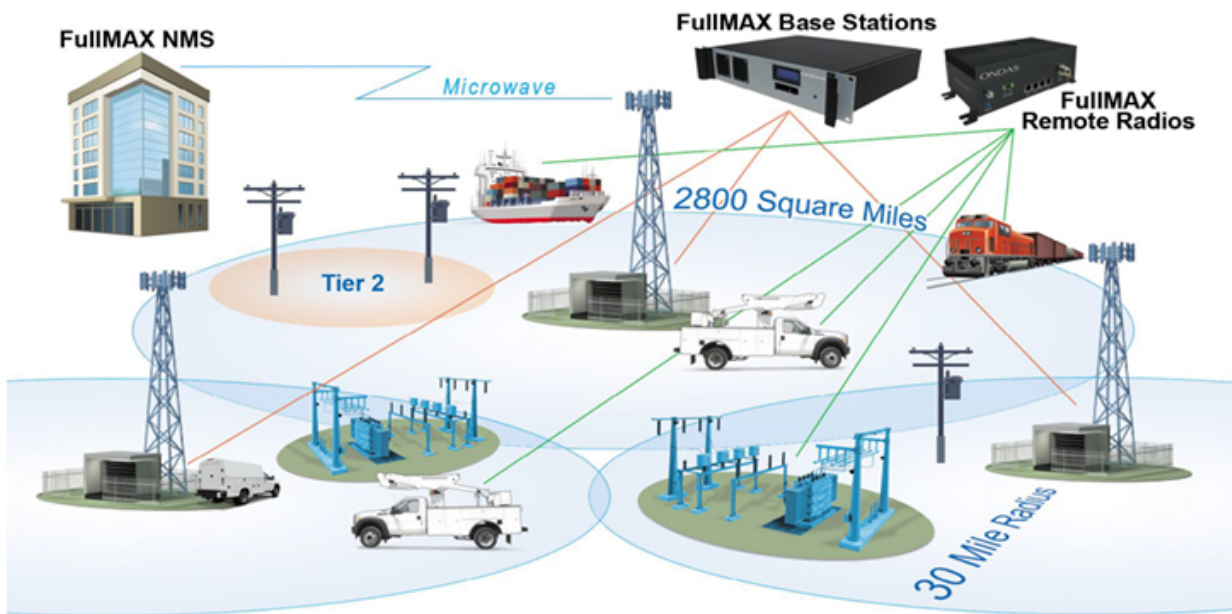


Single FullMAX = 2,800 square miles

1 FullMAX™ Super Cell = **\$100K**



FullMAX – Core, Tier 1 Wireless Solution



FullMAX – Software Defined Radio (SDR) Hardware Platforms

Venus



- General Availability Now
- Compact Indoor Enclosure
- Operates as a Base Station or Remote Radio
- Narrowband or Broadband Operation
- Mobile and Fixed
- Channel Sizes 12.5 kHz up to 10 MHz
- **List Price: \$2,000 / unit**

Jupiter



- Expected Availability Q1 2019
- Primarily Base Station Application
- Increased Processing Power (X12 ARM) for 1000s of remotes
- MIMO 2x2 (enhanced coverage, up to 2x throughput)
- **List Price: ~ \$15,000 / unit**

Mars



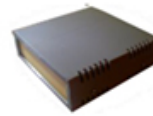
- Expected Availability Q1 2019
- Primarily Base Station Application
- Increased Processing Power (X12 ARM)
- Very High TX Power (up to 100 Watts)
- MIMO 1x2 (enhanced coverage)
- **List Price: ~\$18,000 / unit**

Neptune



- General Availability Now
- Primarily Remote Radio Application Mobile & Fixed
- Dust, Water, Shock, and Vibration Resistant
- Drones and Mobile Installation
- List Price: \$5,500 (remote)
- **List Price: \$17,000 (base station)**

Tungsten



- Expected Availability Q2 2019
- Low Cost / Compact Remote Radio
- Single Board Design
- High Volume IIoT Radio
- **List Price: To Be Announced**

Note: List prices include hardware and software configuration; base station pricing scales relative to number of remote radios supported.

Competitive Landscape

FullMAX radios are IEEE 802.16s compliant and offer significantly more functionality if required by customer applications

Industrial Internet Requirements	Ondas FullMAX	802.16s	NB-IoT	LP-WAN ⁽¹⁾	4G / 5G	Private Licensed Narrowband ⁽²⁾
Mission Critical	Yes	Yes	No	No	No	Yes
Private Network Option	Yes	Yes	No	Yes	No	Yes
Licensed Spectrum	Yes	Yes	Yes	No	Yes	Yes
Dedicated Channels	Yes	Yes	No (In Band LTE)	Yes	Yes	Yes
Base Station Range	30+ Mile Radius	30+ Mile Radius	3 Miles	1/2 mile	3 Miles / 1 Mile	30+ mile radius
Frequency Range Support	30 MHz to 6 GHz	Not Limited	Dedicated Worldwide Bands	900 MHz	Dedicated Worldwide Bands	Not Limited (typical VHF / UHF)
Channel Bandwidth	12.5 kHz to 10 MHz	100 kHz to 1.25 MHz	180 kHz	125 kHz	5 MHz, 10 MHz +	25 kHz / 50 kHz
Duplexing	TDD / FDD / HD FDD	TDD	Half Duplex	TBD	FDD	FDD
Peak Downlink Data Rate	Up to 20 Mbps	Up to 4 Mbps	Up to 250 Kbps	Up to 230 Kbps	10 Mbps / 30 Mbps +	75 Kbps
Peak Uplink Data Rate	Up to 20 Mbps	Up to 4 Mbps	Up to 250 Kbps	Up to 200 Kbps	Up to 3 Mbps +	75 Kbps
Base Station Power	Up to 200 Watts	Not Limited	50 Watts	1 Watt	50 Watts	Up to 100 Watts
Remote Transmit Power	Up to 200 Watts	Not Limited	Up to 200 mW	Up to 200 mW	Up to 200 mW	Up to 100 Watts
Round Trip Latency	10 ms end to end configurable	10 ms end to end configurable	1.6 seconds to 10 seconds	1 to 2 seconds (Varies)	10 ms to 2 seconds	10 ms to 100 ms
Quality of Service	Highly Flexible	Highly Flexible	Limited	Limited	Limited	Limited
Security	Multiple including proprietary	Multiple including proprietary	Limited	Limited	Limited	Limited
Fixed and Mobile	Yes / Yes	Yes / Yes	Yes / No	Yes / No	Yes / Yes	Yes / Yes

(1) Service providers include LoRa Alliance, Sigfox, Ingenu, etc.

(2) Service providers include GE MDS, 4RF, Freewave, Ruggedcom, etc.

Many Industries, All Critical Applications



Electric Utilities

- Field Area Networks
- Grid Automation



Transportation (Highway / Rail)

- Autonomous Vehicles
- Train Monitoring & Control



Water / Wastewater Utilities

- Pump / Valve monitoring and control



Security

- Border Security
- Intelligent Fences / Walls



Oil & Gas Fields and Pipelines

- Intelligent monitoring and control of fields and pipes
- Rig-to-Shore, Rig-to-Rig monitoring and control



Commercial / Industrial Drones

- Secure reliable control channel and video



Defense Markets

- Air Drones / Sea Drones
- Ship to Shore



Mobile Airport Communication

- Terminal / Field Automation

FullMAX – High Value Connectivity Solution

Value	Private/Secure		Range	Speed
HIGH	Yes	FullMAX™	30+ Miles	Broadband
LOW	No	Carrier Narrowband	1 - 3 Miles	Narrowband
COMMODITY	No	Unlicensed LP-WAN LoRa sigfox	1/2 Mile	Narrowband

IEEE 802.16s – Standards-based Solution

- **Technical specifications:**
 - Not frequency specific – any VHF/UHF
 - Supports narrow channels (100 kHz to 1.25 MHz)
 - Multi-megabit throughput
 - TDD allows flexible Downlink / Uplink ratio (10:1 – 1:10)
 - Band AMC Reuse

- **Benefits of standards-based solution – scalable, future-proof network**
 - IP-based network provides interoperability with other critical network elements
 - Encourages development of ecosystem and vendor competition ensuring price integrity and high levels of after-market service and support

- **Interest in IEEE 802.16s is growing across Industry and globally; wide adoption to help foster eco-system of vendors and applications**

Optimized for 'upstream' data requirements, replace legacy proprietary NB solutions – Drives the high performing, next-generation Industrial Internet