

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25  
NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: **June 30, 2020**

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

\_\_\_\_\_

**PART I -- REGISTRANT INFORMATION**

**ONDAS HOLDINGS INC.**

Full Name of Registrant

Former Name if Applicable

**165 Gibraltar Ct.**

Address of Principal Executive Office (*Street and Number*)

**Sunnyvale, CA 94089**

City, State and Zip Code

**PART II -- RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III -- NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to file its Quarterly Report on Form 10-Q for the period ended June 30, 2020 (the "Report") in a timely manner because the Registrant needs additional time to complete certain disclosures and analyses to be included in the Report. In accordance with Rule 12b-25 promulgated under the Securities Exchange Act of 1934, as amended, the Registrant intends to file its Report on or prior to the fifth (5th) calendar day following the prescribed due date.

**PART IV -- OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification:

**Stewart Kantor, Chief Financial Officer**

(Name)

**(888)**

(Area Code)

**350-9994**

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed?

If the answer is no, identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No  See Attachment A

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**ONDAS HOLDINGS INC.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: **August 11, 2020**

By: **/s/ Stewart Kantor**

**Stewart Kantor, Chief Financial Officer**

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**Attachment A**

The Registrant expects to report total revenue of approximately \$1.16 million for the three months ended June 30, 2020, compared to approximately \$0.19 million for the three months ended June 30, 2019 and approximately \$1.36 million for the six months ended June 30, 2020, compared to approximately \$0.23 million for the six months ended June 30, 2019. Revenue increases for the three and six months ended June 30, 2020 reflected increases in product revenue and development services revenue. The Registrant expects to report a net loss of approximately \$3.22 million, or \$(0.05) per share, for the three months ended June 30, 2020, compared with a net loss of \$5.10 million, or \$(0.10) per share for the three months ended June 30, 2019, and a net loss of approximately \$6.03 million, or \$(0.10) per share, for the six months ended June 30, 2020, compared with a net loss of \$10.92 million, or \$(0.22) per share, for the six months ended June 30, 2019.