

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* COHEN RICHARD M		2. Issuer Name and Ticker or Trading Symbol Ondas Holdings Inc. [ONDS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2021		
61 OLD SOUTH RD., #495			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)			NANTUCKET, MA 02554		
(City)			(State) (Zip)		

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	12/17/2021		M		3,750	A	\$ 0 <u>(1)</u>	28,064	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	<u>(2)</u>	11/05/2021		A		6,362		<u>(3)</u>	<u>(3)</u>	Common Stock	6,362	\$ 0	6,362	D	
Restricted Stock Units	<u>(2)</u>	12/17/2021		M		3,750		<u>(4)</u>	<u>(4)</u>	Common Stock	3,750	\$ 0	1,250	D	
Stock Option (right to buy)	\$ 12.72							<u>(5)</u>	01/25/2031	Common Stock	30,000		30,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN RICHARD M 61 OLD SOUTH RD., #495 NANTUCKET, MA 02554	X			

Signatures

/s/ Richard M. Cohen		12/21/2021
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

- (1) Represents shares of Ondas Holdings Inc. (the "Company") common stock received upon vesting of Restricted Stock Units ("RSUs"). The shares of common stock were delivered on December 17, 2021.
- (2) Each RSU represents a contingent right to receive one share of common stock, par value \$0.0001 per share, of the Company.
- (3) These RSUs vest in four successive equal quarterly installments with the first vesting date commencing on the first day of the next calendar quarter, 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.
These RSUs were granted on January 25, 2021 and vest in four successive equal quarterly installments with the first vesting date commencing on the first day of the next calendar quarter,
- (4) 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.
- (5) The stock option is immediately exercisable.

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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