

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person * <u>Mozer Reese</u> (Last) (First) (Middle) <u>411 WAVERLEY OAKS ROAD,</u> <u>SUITE 114</u> (Street) <u>WALTHAM MA 02452</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/14/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Ondas Holdings Inc. [ONDS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>President</u> 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>1,506,518⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>550,000</u>	<u>(3)</u>	<u>D</u>	
<u>Warrant (right to buy)</u>	<u>(4)</u>	<u>08/05/2031</u>	<u>Common Stock</u>	<u>356,787</u>	<u>7.89</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>02/07/2032</u>	<u>Common Stock</u>	<u>100,000</u>	<u>4.78</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>02/09/2033</u>	<u>Common Stock</u>	<u>50,000</u>	<u>2.3</u>	<u>D</u>	

Explanation of Responses:

- Includes 275,000 shares of Ondas Holdings Inc. (the "Company") common stock received upon the initial vesting of Restricted Stock Units ("RSUs") described in footnote 2.
- On August 5, 2021, the reporting person was granted 825,000 RSUs. These RSUs vest in three successive equal annual installments with the first vesting date commencing on the first anniversary of the grant date, provided that the reporting person is employed by the Company on the applicable vesting dates. All RSUs granted to the reporting person shall vest in full immediately upon a change in control.
- Each RSU represents a contingent right to receive one share of common stock of the Company.
- The warrant vests in three successive equal annual installments with the first vesting date commencing on the first anniversary of the grant date, August 5, 2021.
- The stock option vests in two successive equal annual installments with the first vesting date commencing on the first anniversary of the grant date, February 7, 2022.
- The stock option vests in four successive equal annual installments with the first vesting date commencing on the first anniversary of the grant date, February 9, 2023.

/s/ Reese Mozer02/24/2023

** 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 5 (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.

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 Number.