

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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>Curelaru Yishay</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>09/19/2023</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Treasurer and Secretary</u>	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>672</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>Stock Option (right to buy)</u>	<u>(1)</u>	<u>03/16/2033</u>	<u>Common Stock</u>	<u>375,000</u>	<u>1.46</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>09/13/2031</u>	<u>Common Stock</u>	<u>51,591</u>	<u>10.9992⁽³⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(4)</u>	<u>09/13/2031</u>	<u>Common Stock</u>	<u>25,795</u>	<u>21.9984⁽³⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(5)</u>	<u>09/13/2031</u>	<u>Common Stock</u>	<u>17,614</u>	<u>0.4356⁽³⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(6)</u>	<u>05/07/2030</u>	<u>Common Stock</u>	<u>28,915</u>	<u>0.4356⁽³⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(7)</u>	<u>07/26/2030</u>	<u>Common Stock</u>	<u>6,565</u>	<u>0.4356⁽³⁾</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(8)</u>	<u>11/21/2028</u>	<u>Common Stock</u>	<u>349</u>	<u>0.4356⁽³⁾</u>	<u>D</u>	

Explanation of Responses:

- The stock options were granted on March 16, 2023 and vest (i) 25% on March 16, 2024 and (ii) the remaining 75% in thirty-six (36) equal monthly installments thereafter.
- The stock options were granted on September 13, 2021 and vest in sixteen equal quarterly installments with the first vesting date commencing on December 13, 2021. 11,285 stock options are vested and fully exercisable.
- The exercise price was converted from NIS to United States Dollars using the exchange rate on September 19, 2023.
- The stock options were granted on September 13, 2021 and vest in sixteen equal quarterly installments with the first vesting date commencing on December 13, 2021. 22,571 stock options are vested and fully exercisable.
- The stock options were granted on September 13, 2021 and have fully vested and are fully exercisable.
- The stock options were granted on January 25, 2021 and have fully vested and are fully exercisable.
- The stock options were granted on July 26, 2020 and have fully vested and are fully exercisable.
- The stock options were granted on November 21, 2018 and have fully vested and are fully exercisable.

/s/ Yishay Curelaru

09/29/2023

** 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.