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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Popolo Joseph V</u> _____ (Last) (First) (Middle) 3899 MAPLE AVENUE, SUITE 100 _____ (Street) DALLAS TX 75219 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ondas Holdings Inc. [ONDS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2024	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$0.89	05/31/2024		J ⁽¹⁾		2,374,208		11/09/2023	08/11/2028	Common Stock	2,374,208	\$0	0	I	Stage 1 Growth Fund LLC (Series WAVE, Class A) ⁽²⁾
Warrants (right to buy)	\$0.89	05/31/2024		J ⁽³⁾		7,825,792		10/19/2023	07/21/2028	Common Stock	7,825,792	\$0	0	I	Stage 1 Growth Fund LLC (Series WAVE, Class A) ⁽²⁾
Warrants (right to buy)	\$0.89	05/31/2024		A		3,864,542		10/19/2023	07/21/2028	Common Stock	3,864,542	\$0	3,864,542	I	Stage 1 Growth Fund LLC Series WAVE ⁽⁴⁾

Explanation of Responses:

- Pursuant to an Assignment, dated May 31, 2024, Stage 1 Growth Fund LLC (Series WAVE, Class A) (the "SPV") assigned the warrant, dated August 11, 2023, to Stage 1 Growth Fund, LLC Series Wave (the "New SPV").
- CFO Fund GenPar, LLC, a Texas limited liability company ("CFO Fund"), is the Managing Member of Charles & Potomac Capital, LLC ("C&P"). The reporting person is the sole control person of CFO Fund and C&P. C&P is the proxy for the members of the SPV, and the manager of the SPV must act in accordance with C&P's direction with respect to exercise and voting of the issuer's securities and derivative securities held by the SPV. The reporting person is the sole control person of C&P.
- Pursuant to an Assignment, dated May 31, 2024, the SPV assigned the warrant, dated July 21, 2023 (the "July Warrant"), to the New SPV.
- Following the assignment of the July Warrant, C&P indirectly holds a warrant through the New SPV, to purchase 3,864,542 shares of common stock, par value \$0.0001 per share, of the issuer.

/s/ Joseph Popolo 06/04/2024

** 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 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).

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.