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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>COHEN RICHARD M</u>  (Last) (First) (Middle) <u>53 BRIGHAM STREET, UNIT 4</u>  (Street) <u>MARLBOROUGH MA 01752</u>  (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 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2024</u>	
	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			
Common Stock	06/05/2024		M		39,474	A	\$0 <sup>(1)</sup>	92,467	D	
Common Stock	06/05/2024		S		14,559 <sup>(2)</sup>	D	\$0.64	77,908	D	
Common Stock	06/07/2024		M		39,474	A	\$0 <sup>(1)</sup>	117,382	D	
Common Stock	06/07/2024		S		14,953 <sup>(2)</sup>	D	\$0.59	102,429	D	

**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
Restricted Stock Units	(3)	06/05/2024		M			39,474	(4)	(4)	Common Stock	118,420	\$0	118,420	D	
Restricted Stock Units	(3)	06/07/2024		M			39,474	(5)	(5)	Common Stock	78,946	\$0	78,946	D	

**Explanation of Responses:**

- Represents shares of Ondas Holdings Inc. (the "Company") common stock, par value \$0.0001 per share ("Common Stock"), received upon vesting of Restricted Stock Units ("RSUs").
- These shares were sold by the Company to fund tax liability attributable to the vesting of the RSUs.
- Each RSU represents a contingent right to receive one share of Common Stock.
- On October 31, 2023, the reporting person was granted 157,894 RSUs. The RSUs vest 25% on each of January 1, 2024, April 1, 2024, July 1, 2024, and October 1, 2024, provided that the reporting person is a director of the Company on the applicable vesting date. All RSUs granted to the reporting person shall vest in full immediately upon a change in control. In connection with the vesting of these RSUs, 39,474 shares of Common Stock were delivered to the reporting person on June 5, 2024.
- On October 31, 2023, the reporting person was granted 157,894 RSUs. The RSUs vest 25% on each of January 1, 2024, April 1, 2024, July 1, 2024, and October 1, 2024, provided that the reporting person is a director of the Company on the applicable vesting date. All RSUs granted to the reporting person shall vest in full immediately upon a change in control. In connection with the vesting of these RSUs, 39,474 shares of Common Stock were delivered to the reporting person on June 7, 2024.

/s/ Richard M. Cohen 06/07/2024

\*\* 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.