

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 19, 2020**

Red Cat Holdings, Inc.

(Exact name of registrant as specified in charter)

Nevada (State or other jurisdiction of incorporation)	000-31587 (Commission File Number)	86-0490034 (IRS Employer Identification No.)
1607 Ponce de Leon Ave, Suite 407 San Juan, PR (Address of principal executive offices)		00909 (Zip Code)

Registrant's telephone number, including area code: **(833) 373-3228**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 4 – Matters Related to Accountants and Financial Statements

Item 4.01(b) Changes in Registrant’s Certifying Accountant.

Effective as of February 19, 2020, Red Cat Holdings, Inc., a Nevada corporation (the “Company”), engaged BF Borgers PC CPA (“BF Borgers”) as the Company’s independent registered public accounting firm. The engagement of BF Borgers was approved by the Company’s Board of Directors.

During the Company’s two most recent fiscal years, and through February 19, 2020, neither the Company, nor anyone on its behalf, has consulted with BF Borgers regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and neither a written report was provided nor oral advice was provided to the Company that BF Borgers concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue, or (b) any matter that was either the subject of a disagreement (as defined in paragraph 304(a)(1)(iv) of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph 304(a)(1)(v)) of Regulation S-K).

BF Borgers has also been engaged to audit the financial statements of the Company’s subsidiary, Rotor Riot, LLC, which was acquired by the Company on January 23, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 21, 2020

RED CAT HOLDINGS, INC.

By: */s/ Jeffrey Thompson*

Jeffrey Thompson
President and Chief Executive Officer