

**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): January 21, 2021

RED CAT HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction of incorporation)

814-00175
(Commission
File Number)

86-0490034
(I.R.S. Employer
Identification No.)

370 Harbour Drive
Palmas del Mar
Humacao, PR
(Address of principal executive offices)

00791
(Zip Code)

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

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 (*see* General Instruction A.2. below):

- ☐ 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 7 – Regulation FD

Item 7.01 Regulation FD Disclosure

On January 21, 2021, we issued the press release furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued January 21, 2021

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 hereunto duly authorized.

Date: January 22, 2021

RED CAT HOLDINGS, INC.

By: /s/ Jeffrey M. Thompson

Name: Jeffrey M. Thompson

Title: President and Chief Executive Officer

Red Cat to Host Investor Update Call on January 25 at 4:15 pm ET



ORLANDO, FL – January 21, 2021 (PRNewswire) – Red Cat Holdings, Inc. (OTCQB: RCAT) (“Red Cat” or the “Company”), a leading brand in the drone industry, today announced it will host a conference call on Monday, January 25, 2021 at 4:15 p.m. ET to provide an update on the Company’s current operations and outlook for 2021.

“2020 was a transformative year for the Company highlighted by the acquisition of two of the leading brand names in the first person view (FPV) segment of the drone industry” noted Jeffrey Thompson, Chief Executive Officer. “The drone industry is growing rapidly but is still in its early stages of development, and we plan to explore other acquisition opportunities in 2021.”

In January 2020, the Company acquired Rotor Riot, LLC, a leader in the sale of FPV drones and equipment, primarily to the consumer marketplace through its digital storefront located at www.rotorriot.com. Rotor Riot has high visibility in social media through its Facebook page and its sponsorship of a professional drone racing team which has won numerous championships.

In November 2020, the Company acquired Fat Shark Holdings, LLC, (“Fat Shark”), the leader in the sale of FPV goggles. The acquisition of Fat Shark has significantly increased the Company’s revenue base. In January 2021, Fat Shark released its first generation of digital goggles, the Shark Byte product line which has generated strong orders and is well positioned in the market, especially following the U.S. government’s recent action to ban the sale of Chinese based drone equipment in the United States.

“Over the past two years, the Company has advanced from a development stage, private enterprise to a publicly traded, revenue generating company in an industry that is forecast to grow substantially over the next decade” stated Joseph Hernon, Chief Financial Officer.

Date: Monday, January 25, 2021
Time: 4:15 p.m. Eastern Time
Live Call: +1-877-407-9039 (U.S. Toll-Free) or +1-201-689-8470 (International)

For interested individuals unable to join the conference call, a dial-in replay of the call will be available until February 8, 2021 and can be accessed by dialing +1-844-512-2921 (U.S. Toll Free) or +1-412-317-6671 (International) and entering replay pin number: 13715543.

About Red Cat

Red Cat provides products, services and solutions to the drone industry through its three wholly owned subsidiaries. Fat Shark Holdings is the leading provider of First Person View (FPV) video goggles to the drone industry. Rotor Riot, LLC is a leader in the sale of FPV drones and equipment, primarily to the consumer marketplace through its digital storefront located at www.rotorriot.com. Rotor Riot enjoys high visibility in social media through its Facebook page and its sponsorship of a professional drone racing team which has won numerous championships. Red Cat Propware is developing a Software-as-a-Solution (“SaaS”) platform to provide drone flight data analytics and storage, as well as diagnostic products and services.

Safe Harbor

The information provided in this press release may include forward-looking statements relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as “anticipates,” “plans,” “expects,” “intends,” “will,” “potential,” “hope” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in this press release relating to the Company may be found in

the Company's periodic filings with the Securities and Exchange Commission, including the factors described in the sections entitled "Risk Factors", copies of which may be obtained from the SEC's website at www.sec.gov. The parties do not undertake any obligation to update forward-looking statements contained in this press release.

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