

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): March 18, 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 3 – Securities and Trading Markets
Item 3.02 Unregistered Sales of Equity Securities

Effective March 18, 2021, the holders of a total of \$1,100,000 in issued and outstanding convertible notes converted the entire principal amount of the notes, together with a total of \$47,491 in accrued interest on the notes, at the note conversion price of \$1.00 per share and were issued a total of 1,147,491 shares of our common stock in accordance with the voluntary conversion feature of the notes. In addition, effective March 24, 2021, the holder of a warrant to purchase 67,500 shares of common stock at a price of \$1.50 per share exercised the warrant, resulting in total proceeds to the company of \$101,250 and the issuance of 67,500 shares of common stock to the warrant holder.

The issuance of shares of common stock upon conversion of the notes and exercise of the warrant, as described above, was exempt from registration pursuant to Rule 506(b) under Regulation D, as the notes and warrants were offered exclusively to accredited investors and we engaged in no general solicitation or advertising regarding the private offering.

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: March 24, 2021

RED CAT HOLDINGS, INC.

By: */s/ Jeffrey M. Thompson*
Name: Jeffrey M. Thompson
Title: President and Chief Executive Officer