

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): November 11, 2022

Red Cat Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction of incorporation)

001-40202
(Commission
File Number)

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

15 Ave. Munoz Rivera Ste 2200
San Juan, PR 00901
(Address of principal executive offices) (zip code)

(833) 373-3228
(Registrant's telephone number, including area code)
(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 (*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
Common stock, par value \$0.001	RCAT	The Nasdaq Capital Market

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 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 11, 2022, the board of directors (the “Board”) of Red Cat Holdings, Inc. (the “Company”) appointed The Honorable Mary Beth Long to the Board to fill a vacancy created by resignation. Ms. Long was appointed for a term of one year, and until her successor is duly elected and qualified.

The Honorable Mary Beth Long has over 17 years in intelligence and defense related government service. In her last position under Secretary of Defense Robert E. Gates, she served as the first woman confirmed to a four-star equivalent position by the U.S. Senate, as the Assistant Secretary of Defense for International Security Affairs. Ms. Long was responsible for the entire Middle East and Africa, Israel and for Europe. She also was the first female to Chair NATO’s senior-most nuclear and missile defense policy-making body, the High Level Group (HLG). In 2008, she was the senior U.S. official overseeing the expansion of NATO.

Since 2021, Ms. Long has been a Professor of Practice at Penn State University’s School of International Affairs teaching graduate courses in Intelligence and Foreign Policy. She also participates in several ongoing “Track II” negotiations sponsored by nongovernment organizations, including Harvard’s Belfer Center’s U.S.-Israel Iran negotiations. Those efforts include regular meetings with experts from Russia, India, China, Iran, and European and Gulf countries. In the last months she has met with senior decision makers from Turkey, Iran, Asia, Qatar,

Name: Jeffrey Thompson
Title: Chief Executive Officer

Mary Beth Long, Former U.S. Assistant Secretary of Defense, Joins Red Cat Holdings Board of Directors

SAN JUAN, Puerto Rico, Nov. 14, 2022 (GLOBE NEWSWIRE) -- Red Cat Holdings, Inc. (Nasdaq: RCAT), a provider of highly sophisticated and complex small unmanned vehicles to militaries and businesses globally, announced that Mary Beth Long has been appointed to its board of directors.

Long brings with her decades of public and private sector experience in national security policy and defense strategy, having served as assistant secretary of defense for international security affairs in the Office of the Secretary of Defense from 2007 to 2009 — the first woman confirmed by the U.S. Senate for the role. In this position she was the first female civilian in Pentagon history to have the equivalent of a four-star military ranking.

As head of the International Security Affairs (ISA) office in the Office of the Secretary of Defense, Long was involved in managing U.S. government policy for the Middle East, Europe and Africa. She was also the first female chair of NATO's High Level Group, responsible for its nuclear policy and reporting directly to NATO's secretary general.

In addition to her government service, Long is a successful entrepreneur specializing in compliance and foreign investment. Long's law firm, MB Long & Associates PLLC, specializes in export compliance and defense. She is also co-founder and principal of Global Alliance Advisors and owner of Askari Defense and Intelligence, LLC.

"I'm thrilled to be joining Red Cat's board of directors," Long said. "Red Cat and its subsidiaries continue to innovate within the unmanned systems industry, developing cutting-edge new technologies that expand our capabilities for Mars exploration, reconnaissance and national defense. I look forward to collaborating with my fellow board members and other colleagues to pursue even greater ambitions in the years to come."

Long has also previously served as a professor of practice at Penn State School of International Affairs in 2021 and 2022, as an attorney for Williams & Connolly from 1999 to 2004 and as a CIA Operations Officer from 1986 to 1999.

"We're fortunate to have Mary Beth become a member of our board of directors," said Red Cat Holdings CEO Jeff Thompson. "She's a deeply knowledgeable expert in international security and defense strategy, especially relating to the Middle East, Europe and Africa. We know her insights will be invaluable and we can't wait to work with her."

About Red Cat Holdings, Inc.

Red Cat provides drone-based products, services, and solutions through its four subsidiaries and services the enterprise, military, and consumer markets. Teal Drones is a leader in unmanned aircraft systems (UAS), and its Golden Eagle is one of only a few drones approved by the Department of Defense for reconnaissance, public safety and inspection applications. Skypersonic's technology enables drones to complete inspection services in locations where GPS is not available, yet still record and transmit data even while being operated from thousands of miles away. Fat Shark is a leading provider of First Person View (FPV) video goggles. Rotor Riot, LLC is a reseller of FPV drones and equipment, primarily to the consumer marketplace. Learn more at <https://www.redcatholdings.com>.

Forward Looking Statements

This press release contains "forward-looking statements" that are subject to substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as "anticipate," "believe," "contemplate," "could," "estimate," "expect," "intend," "seek," "may," "might," "plan," "potential," "predict," "project," "target," "aim," "should," "will" "would," or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on Red Cat Holdings, Inc.'s current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. These and other risks and uncertainties are described more fully in the section titled "Risk Factors" in the final prospectus related to the public offering filed with the Securities and Exchange Commission. Forward-looking statements contained in this announcement are made as of this date, and Red Cat Holdings, Inc. undertakes no duty to update such information except as required under applicable law.

Contacts

NEWS MEDIA:

Jonathan Houghton

Dalton Agency

Phone: (615) 515-4892
Email: jhoughton@daltonagency.com

INVESTORS:

CORE IR

Phone: (516) 222-2560

Email: investors@redcat.red

Website: <https://www.redcatholdings.com>

A photo accompanying this announcement is available at

<https://www.globenewswire.com/NewsRoom/AttachmentNg/123e679f-c245-46d2-a027-062e87ee1c31>



Source: Red Cat Holdings, Inc.

Mary Beth Long



Former Assistant Secretary of State Mary Beth Long Named to Red Cat Holdings Board of Directors