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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>Red Cat Holdings, Inc.</u>  (Last) (First) (Middle) <u>15 AVE. MUNOZ RIVERA</u> <u>STE 2200</u>  (Street) <u>SAN JUAN PR 00901-2510</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Unusual Machines, Inc. [ UMAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/19/2024</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	07/22/2024		D		4,250,000	D	\$0 <sup>(1)</sup>	0	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					
8% Promissory Note	\$0 <sup>(2)</sup>	07/19/2024		A		2,000,000		02/16/2024	11/30/2025	Common stock	0 <sup>(2)</sup>	4,000,000	D	
8% Promissory Note	\$0 <sup>(2)</sup>	07/22/2024		D		4,000,000		02/16/2024	11/30/2025	Common stock	0 <sup>(2)</sup>	0	D	

**Explanation of Responses:**

1. Effective July 22, 2024, the Reporting Person sold all of its securities in the Issuer to two unaffiliated third-party purchasers (the "Purchasers"). As part of that transaction and immediately prior to the sale to the Purchasers, the Reporting Person entered into an Exchange Agreement with the Issuer pursuant to which the Reporting Person exchanged 4,250,000 shares of Common Stock of the Issuer for 4,250 shares of Series A Convertible Preferred Stock ("Preferred Stock") of the Issuer. The Preferred Stock is not subject to conversion if the holder, together with its affiliates, would beneficially own in excess of 4.99% of the number of shares of the Issuer's common stock outstanding immediately after giving effect to such conversion. The Purchaser acquired all of the Reporting Person's Preferred Stock and all of the Notes (as defined below) for a total purchase price of \$4,400,000.

2. As previously reported, the Reporting Person previously acquired a \$2,000,000 original principal amount of UMAC 8% Promissory Notes (the "Notes") as part of the purchase price paid by the Issuer for the Reporting Person's former subsidiaries Rotor Riot, LLC and Fat Shark Holdings, Ltd. On July 19, 2024, the Reporting Person and UMAC agreed to amend and re-issue the Notes in order to increase the principal amount of the note to \$4,000,000 from \$2,000,000 pursuant to the working capital adjustment provision for adjustment of the purchase price for the Reporting Person's former subsidiaries. The Notes are not subject to conversion if the holder, together with its affiliates, would beneficially own in excess of 4.99% of the number of shares of the Issuer's common stock outstanding immediately after giving effect to such conversion. On July 22, 2024, the Reporting Person sold the Notes together with its equity securities in the Issuer as described above.

**Remarks:**

As a result of the forgoing transactions the Reporting Person is no longer subject to the reporting obligations under Section 16(a) of the Securities Exchange Act of 1934.

/s/ Jeffrey Thompson, Chief Executive Officer

07/22/2024

\*\* 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.