# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

pe Responses	5)															
1. Name and Address of Reporting Person * Matus George Michael				2. Issuer Name and Ticker or Trading Symbol Red Cat Holdings, Inc. [RCAT]							5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle) 15 AVENIDA MUNOZ RIVERA, STE 2200				3. Date of Earliest Transaction (Month/Day/Year) 08/31/2022								X Officer (give title below) Other (specify below)  CEO of Teal subsidiary				
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by Mare than One Reporting Person				
)	(State)	(Zip)		T	able I	- Noi	1-Der	ivative	Securitie	es Acq	quire	ed, Dispo	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		Code (Instr. 8)				of (D	(D) Beneficia Reported		ally Owned Following Transaction(s)		Ownership Form:	Beneficial	
						ode	V	Amoun	(A) or t (D)	Pric		Instr. 3 a	ind 4)		or Indirect (I)	Indirect (Instr. 4)
Stock (1)		08/31/2022								\$	2	340,336	<u> </u>		, ,	
						quir	the f	form dis	splays a	a curi enefici	rent ially	ly valid		•		
2. Conversion or Exercise Price of Derivative Security	Date	n 3A. Deemed Execution Da any	4. Trans Code (Instr.	8)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	rative rities ired rosed ) . 3,	6. D and (Mo	ate Exer Expirati nth/Day	cisable on Date 'Year)	7. As Us Se (II 4)	. Title	nnt of rlying ities 3 and Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivating Security Direct (I or Indirects)	Beneficia Ownershi (Instr. 4)
1 I	Stock (1)  Report on a s  Conversion or Exercise Price of Derivative	Stock (1)  Report on a separate line for Exercise Price of Derivative	Stock (1)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  Stock (1)  2. Transaction Date (Month/Day/Year)  Table II -  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	Red Cat 1  (First) (Middle) (Moddle) (M	Red Cat Holdi  (First) (Middle) (Street)  AN, PR 00901  (State) (Zip) Table II - Derivative Securities described (Leg., puts, calls, work	Red Cat Holdings,  (First) (Middle) (Street)  AN, PR 00901  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Report on a separate line for each class of securities beneficially owned.  Table II - Derivative Securities Ac (e.g., puts, calls, warran any (Month/Day/Year))  Table II - Derivative Securities Ac (e.g., puts, calls, warran any (Month/Day/Year))  (Month/Day/Year)  Table II - Derivative Securities Ac (e.g., puts, calls, warran any (Month/Day/Year))  (Month/Day/Year)  Any (Month/Day/Year)  Table II - Derivative Securities Ac (e.g., puts, calls, warran any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Red Cat Holdings, Inc.  (First) (Middle) (B/31/2022  (Street) 4. If Amendment, Date Original AN, PR 00901  (State) (Zip) Table I - Note Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open cor Exercise (Month/Day/Year)  2. Conversion Or Exercise (Month/Day/Year)  (Month/Day/Year) 3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open cor Exercise (Month/Day/Year)  (Month/Day/Year) 3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open conference of Code (Instr. 8)  (Month/Day/Year) 4. Transaction Code (Instr. 8)  Execution Date (Instr. 8)  (Month/Day/Year) 5. Number (Instr. 8)  (Month/Day/Year) 6. Number (Instr. 8)	Red Cat Holdings, Inc. [RC  (First) (Middle) (IDA MUNOZ RIVERA, STE 2200  (Street)  AN, PR 00901  (State)  (Zip)  (Zip)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Report on a separate line for each class of securities beneficially owned directly or content or Exercise Price of Derivative Security  2. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  AN, PR 00901  (Zip)  Table I - Non-Derivative Securities beneficially owned directly or content of the first securities and (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  AN, PR 00901  (Zip)  Table I - Non-Derivative Securities beneficially owned directly or content of the first securities and (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Execution Date (Instr. 8)  Date Disposed of (D) (Instr. 3, 4, and 5)  Date Execution Date (A) or Disposed of (D) (Instr. 3, 4, and 5)	Red Cat Holdings, Inc. [RCAT]  3. Date of Earliest Transaction (Month/Day 08/31/2022  4. If Amendment, Date Original Filed(Month AN, PR 00901  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Report on a separate line for each class of securities beneficially owned directly or indirectly contained in the form discovered by the form disco	Red Cat Holdings, Inc. [RCAT]  3. Date of Earliest Transaction (Month/Day/Year) 08/31/2022  4. If Amendment, Date Original Filed(Month/Day/Year) 08/31/2022  4. If Amendment, Date Original Filed(Month/Day/Year) 1	Red Cat Holdings, Inc. [RCAT]    Stock (I)   O8/31/2022   Stock (I)   O8/31/2022   F   O8/31/2022   F   O8/31/2022   Persons who respond contained in this form a corticate of or Exercise of Date or Exercise of Date or Exercise of Derivative Security   O8/31/2022   Stock (I)   O8/31/2022   O8/31/2022   Stock (I)   O8/31/2022   O8/3	Red Cat Holdings, Inc. [RCAT]    Content   Con	Red Cat Holdings, Inc. [RCAT]    Content   Con	Red Cat Holdings, Inc. [RCAT]   Che	Red Cat Holdings, Inc. [RCAT]  (First) (Middle) (Britt) (Middle) (Britt) (Check all applic Director (C	Check all applicable   Check all applicable   Obter (questify to Obt

### **Reporting Owners**

		Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Matus George Michael 15 AVENIDA MUNOZ RIVERA STE 2200 SAN JUAN, PR 00901			CEO of Teal subsidiary		

# **Signatures**

/s/ George Matus	09/02/2022
***Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* 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).
- (1) Represents shares that have been withheld by the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock units

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.