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**INITIAL STATEMENT OF 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

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. Date of Event Requiring Statement (Month/Day/Year) <u>02/16/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Unusual Machines, Inc. [ UMAC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock<sup>(1)</sup></u>	<u>4,250,000</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>8% Promissory Note<sup>(2)</sup></u>	<u>(2)</u>	<u>08/16/2025</u>	<u>8% Promissory Note</u>	<u>(2)</u>	<u>(2)</u>	<u>D</u>

**Explanation of Responses:**

- The Reporting Person's board of directors, as of the date of this Form 3, is comprised of Jeffrey Thompson, Joseph Freedman, Christopher Moe and Nicholas Liuzza. With the exception of Mr. Thompson, who shall abstain from voting on any board actions regarding shares of the issuer, the board of directors of the Reporting Person holds shared voting power and investment power for the shares of common stock. These individuals are not deemed to beneficially own the common stock held by the Reporting Person. Does not include shares of common stock underlying a \$2 million convertible note which is subject to a 4.99% beneficial ownership limitation.
- On February 16, 2024, the Reporting Person acquired a Promissory Note in the principal amount of \$2 million (the "Note"). The Note bears interest at 8% per annum. Interest is payable monthly in arrears on the 15th day of each month commencing on the next month following the original issue date of the Note. The principal amount of the note is payable in a lump sum on the 18 month anniversary of issuance date. In the event of a qualified financing of debt or equity where the issuer receives net proceeds of \$5.0 million in one or more related transactions, the Reporting Person may require the issuer to repay the Note with accrued interest thereon in cash. Upon an event of default, the Reporting Person may require the issuer to convert the Note into shares of our common stock, subject to a 4.99% beneficial ownership limitation set forth in the Note, at a conversion price equal to 90% of the 10 day average VWAP (as defined in the Note) prior to the conversion date.

/s/ Jeffrey Thompson, as Chief Executive Officer 02/23/2024

\*\* 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 5 (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.