

Prospectus Supplement No. 1 Filed Pursuant to Rule 424(b)(3)
(to Prospectus dated September 20, 2021)
Registration Statement No. 333-259446
Prospectus Supplement No. 1 Filed Pursuant to Rule 424(b)(3)
(to Prospectus dated October 27, 2021)
Registration Statement No. 333-256137

Airspan Networks Holdings Inc.
Up to 12,045,000 Shares of Common Stock
and
Up to 67,885,538 Shares of Common Stock and
Up to 7,358,078 Warrants to Purchase Common Stock
Offered By the Selling Securityholders

9,000,000 Shares of Common Stock Underlying 9,000,000 Warrants

This prospectus supplement No. 1 (“Prospectus Supplement”) updates, amends and supplements (i) the prospectus dated September 20, 2021 (the “Prospectus”), which forms a part of our registration statement on Form S-1, File No. 333-259446 relating to the issuance of 12,045,000 shares of our common stock, par value \$0.0001 per share (“Common Stock”), consisting of (a) 11,500,000 shares of our Common Stock issuable upon exercise of a like number of warrants to purchase our Common Stock at an exercise price of \$11.50 per share originally issued as part of units in our initial public offering and (b) 545,000 shares of our Common Stock issuable upon exercise of a like number of warrants (the “Private Placement Warrants”) to purchase our Common Stock at an exercise price of \$11.50 per share originally issued as part of units sold in a private placement in connection with our initial public offering, as well as the offer and sale, from time to time, by the selling securityholders named in the Prospectus, or any of their pledgees, donees, assignees and successors-in-interest (“permitted transferees” and, collectively with such selling securityholders, the “Selling Securityholders”), of (a) up to an aggregate of 7,500,000 shares of our Common Stock that were issued to certain investors (collectively, the “PIPE Investors”) in connection with the sale of shares for a purchase price of \$10.00 per share in a private placement immediately prior to closing of our business combination agreement, (b) up to an aggregate of 2,750,000 shares initially purchased by New Beginnings Sponsor, LLC, a Delaware limited liability company in a private placement in September 2020, (c) up to an aggregate of 45,496,960 shares of our Common Stock otherwise held by the Selling Securityholders, (d) up to an aggregate of 100,000 shares of our Common Stock that may be issued upon exercise of warrants pursuant to a Warrant, dated as of March 5, 2021, by and between Airspan Networks Inc. and DISH Network Corporation, a Nevada corporation, (e) up to an aggregate of 545,000 shares of our Common Stock that may be issued upon exercise of the Private Placement Warrants, (f) up to an aggregate of 2,271,026 shares of our Common Stock that may be issued upon exercise of warrants to purchase one share of our Common Stock per warrant, at an exercise price of \$12.50 (“Post-Combination \$12.50 Warrants”), (g) up to an aggregate of 2,271,026 shares of our Common Stock that may be issued upon exercise of warrants to purchase one share of our Common Stock per warrant, at an exercise price of \$15.00 (“Post-Combination \$15.00 Warrants”), (h) up to an aggregate of 2,271,026 shares of our Common Stock that may be issued upon exercise of warrants to purchase one share of our Common Stock per warrant, at an exercise price of \$17.50 (“Post-Combination \$17.50 Warrants”), (i) up to an aggregate of 4,680,500 shares of our Common Stock that may be issued upon conversion of senior secured convertible notes issued on August 13, 2021, (j) up to an aggregate of 545,000 Private Placement Warrants, (k) up to an aggregate of 2,271,026 Post-Combination \$12.50 Warrants, (l) up to an aggregate of 2,271,026 Post-Combination \$15.00 Warrants and (m) up to an aggregate of 2,271,026 Post-Combination \$17.50 Warrants; and (ii) the prospectus dated October 27, 2021 (the “Warrant Prospectus” and together with the Prospectus, the “Prospectuses”), which forms a part of our registration statement on Form S-4, File No. 333-256137 relating to the issuance of up to 9,000,000 shares of our common stock, par value \$0.0001 per share (“Common Stock”), issuable from time to time upon the exercise of 9,000,000 outstanding warrants, consisting of (i) 3,000,000 Post-Combination \$12.50 Warrants, (ii) 3,000,000 Post-Combination \$15.00 Warrants and (iii) 3,000,000 Post-Combination \$17.50 Warrants, in each case, that were issued by us on August 13, 2021 as part of the consummation of a business combination transaction between us (then known as New Beginnings Acquisition Corp.), Artemis Merger Sub Corp., a wholly-owned direct subsidiary of Airspan, and Airspan Networks Inc.

This Prospectus Supplement is being filed to update, amend and supplement the information included or incorporated by reference in the Prospectuses with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (the “SEC”) on November 3, 2021 (the “Report”). Accordingly, we have attached the Report to this Prospectus Supplement and the Report is incorporated by reference into this Prospectus Supplement.

The attached information updates, amends and supplements certain information contained in the Prospectuses. To the extent information in this Prospectus Supplement differs from, updates or conflicts with information contained in the Prospectuses, the information in this Prospectus Supplement is the more current information. This Prospectus Supplement is not complete without, and should not be delivered or utilized, except in conjunction with the Prospectuses, including any supplements and amendments thereto. You should read this Prospectus Supplement in conjunction with the Prospectuses, including any supplements and amendments thereto.

Investing in our securities involves risks. See “Risk Factors” beginning on page 7 of the Prospectus and page 7 of the Warrant Prospectus.

We are an “emerging growth company” as defined in Section 2(a) of the Securities Act of 1933, as amended, and are subject to reduced public company reporting requirements. See “Risk Factors.”

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 3, 2021.

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: October 28, 2021 (Date of earliest event reported)

Airspan Networks Holdings Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39679
(Commission File Number)

85-2642786
(I.R.S. Employer
Identification)

777 Yamato Road, Suite 310, Boca Raton, FL 33431
(Address of principal executive offices) (Zip Code)

(561) 893-8670
(Registrant's Telephone Number, Including Area Code)

N/A
(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 \$0.0001 per share	MIMO	NYSE American
Warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	MIMO WS	NYSE American
Warrants, exercisable for shares of common stock at an exercise price of \$12.50 per share	MIMO WSA	NYSE American
Warrants, exercisable for shares of common stock at an exercise price of \$15.00 per share	MIMO WSB	NYSE American
Warrants, exercisable for shares of common stock at an exercise price of \$17.50 per share	MIMO WSC	NYSE American

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.

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

On October 28, 2021, Airspan Networks Holdings Inc. (the "Company") appointed Divya Seshamani to the Board of Directors (the "Board") of the Company. Ms. Seshamani was also appointed to serve as a member of audit, nominating and corporate governance and technology and cybersecurity committees of the Board.

The Board has determined that Ms. Seshamani qualifies as an independent director under the listing standards of the NYSE American.

In connection with her appointment as a director, on October 28, 2021, the Company entered into an offer letter (the "Offer Letter") with Ms. Seshamani, pursuant to which she agreed to serve as a director. Under the terms of the Offer Letter, Ms. Seshamani will receive compensation of \$50,000 annually for her Board service, plus reimbursement of reasonable and documented expenses, as well as additional fees for serving on Board committees. Ms. Seshamani will also receive a grant of 20,173 restricted stock units ("RSUs") under the Company's 2021 Stock Incentive Plan, and will be eligible for additional RSU grants as determined by and subject to approval by the Board. In connection with her appointment, Ms. Seshamani also entered into the Company's standard form of indemnification and advancement agreement.

Ms. Seshamani, 43, has served as the Managing Partner of Greensphere Capital LLP since 2011. From 2014 to 2017, she was a partner at TPG Europe LLP. A World Economic Forum Young Global Leader for her work in sustainable and impact investing, Ms. Seshamani was previously a council member of the Royal Institute of International Affairs (Chatham House) for two consecutive terms. She is currently a Non-Executive Director of Forterra PLC, a FTSE-250 British manufacturing business. She was appointed by the Secretary of State to advise the UK Government as a member of the HMG's Council for Sustainable Business, where she leads the Net-Zero Initiative. Ms. Seshamani holds a Bachelor's degree and Master's degree in Politics, Philosophy and Economics from Oxford University and a Master's in Business Administration from Harvard University.

Item 8.01 Other Events

A copy of the Company's press release announcing the appointment of Ms. Seshamani to the Board is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated November 1, 2021
104	Cover Page Interactive Data File

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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.

Dated: November 3, 2021

Airspan Networks Holdings Inc.

By: /s/ David Brant
David Brant
Senior Vice President, Chief Financial Officer, Treasurer and Secretary

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated November 1, 2021
104	Cover Page Interactive Data File

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Exhibit 99.1

Divya Seshamani named to Airspan Networks' Board of Directors

Managing Partner of Greensphere Capital LLP brings tremendous international technology, infrastructure, sustainable energy and investment experience to help Airspan execute its growth strategy at global scale

Boca Raton, FL, November 1, 2021 – Airspan Networks Holdings Inc. (NYSE American: MIMO) (“Airspan”) today announced Divya Seshamani has been appointed to its board of directors.

Ms. Seshamani is Managing Partner of Greensphere Capital LLP and is a private equity and venture capital investor with over 22 years of sustainable investment experience, growing and investing in businesses in sustainable technology, infrastructure, energy, sustainable agriculture, and forestry.

Educated at Oxford University (bachelor’s and master’s degrees) and Harvard (MBA), Ms. Seshamani built her track record at industry-leading organizations such as Goldman Sachs, GIC (Singapore’s sovereign wealth fund) and the global private equity house, TPG, where she was a partner.

“Divya brings a wealth of investment experience and technology and infrastructure savvy to Airspan and our board,” said Airspan President and CEO Eric Stonestrom. “Her international track record in investing in and growing companies, and her strong sustainable energy and government advisory experience will be major assets for Airspan as we continue to execute our growth strategy on a global scale.”

“Divya brings valuable perspective and experience to an already strong Airspan Board. Her insights into the enterprise and public sector requirements that are driving 5G telecom network infrastructure expansions will help us continue to build the world’s leading-edge Radio Access Network provider. Her experience with some of the world’s largest financial institutions will help pave our way,” said Tom Huseby, Airspan’s Chairman.

A World Economic Forum Young Global Leader for her work in sustainable and impact investing, Ms. Seshamani was previously a council member of the Royal Institute of International Affairs (Chatham House) for two consecutive terms. She is currently a Non-Executive Director of Forterra PLC, a FTSE-250 British manufacturing business. She was appointed by the Secretary of State to advise the UK Government as a member of the HMG’s Council for Sustainable Business where she leads the Net-Zero Initiative.

About Airspan

Airspan Networks Holdings Inc. (NYSE American: MIMO) is a U.S.-based provider of groundbreaking, disruptive software, and hardware for 5G networks, and a pioneer in end-to-end Open RAN solutions that provide interoperability with other vendors. As a result of innovative technology and significant R&D investments to build and expand 5G solutions, Airspan believes it is well-positioned with 5G indoor and outdoor, Open RAN, private networks for enterprise customers and industrial use applications, fixed wireless access (FWA), and CBRS solutions to help mobile network operators of all sizes deploy their networks of the future, today. With over one million cells shipped to 1,000 customers in more than 100 countries, Airspan has global scale. For more information, visit www.airspan.com.

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