

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Byrna Technologies Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3080

(Primary Standard Industrial
Classification Code Number)

71-1050654

(I.R.S. Employer
Identification No.)

**100 Burt Road, Suite 115
Andover, MA 01810
(978) 868-5011**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Bryan Ganz
President and Chief Executive Officer, Director
100 Burt Road, Suite 115
Andover, MA 01810
(978) 868-5011**

(Address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Kathleen Eick
Taft Stettinius & Hollister, LLP
2200 IDS Center
80 South Eighth Street,
Minneapolis, MN 55402
(612) 977-8400**

**Anna Pinedo
Mayer Brown LLP
1221 Avenue of the Americas
New York, NY 10020
Tel: (212) 506-2275**

**Lisa Wager
Chief Legal Officer and Corporate Secretary
Byrna Technologies Inc.
100 Burt Road, Suite 115
Andover, MA 01810
(978) 868-5011**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-256684

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Shares to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$.001 per share	287,500	\$21.00	\$6,037,500	\$658.69

(1) Represents only the additional number of shares being registered and includes 37,500 shares that the underwriters have the option to purchase from the Registrant. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-256684).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$55,243,125 on a Registration Statement on Form S-1 (File No. 333-256684), which was declared effective by the Securities and Exchange Commission on July 15, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$6,037,500 is hereby registered.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Byrna Technologies Inc. (the "Company") is filing this registration statement (the "Registration Statement") with the Securities and Exchange Commission (the "SEC"). This Registration Statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-256684), which the Company originally filed on June 1, 2021, as amended (the "Initial Registration Statement"), and which the SEC declared effective on July 15, 2021.

The Company is filing this Registration Statement for the sole purpose of increasing the number of shares of its Common Stock to be registered for issuance and sale by 287,500 shares, including 37,500 shares that may be sold pursuant to the underwriters' option to purchase additional shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Initial Registration Statement. The information set forth in the Initial Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, State of Massachusetts, on July 16, 2021.

Byrna Technologies Inc.

By: /s/ Bryan Ganz
Bryan Ganz
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Bryan Ganz</u> Bryan Ganz	President and Chief Executive Officer, Director (Principal Executive Officer)	July 16, 2021
<u>/s/ David R. North</u> David R. North	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 16, 2021
<u>*</u> Paul Jensen	Director	July 16, 2021
<u>*</u> Herbert Hughes	Director	July 16, 2021

* Chris Lavern Reed	Director	July 16, 2021
* Clive Denis Bode	Director	July 16, 2021
*By: /s/ David R. North David R. North, Attorney-in-Fact		July 16, 2021

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
<u>1.1</u>	<u>Form of Underwriting Agreement (incorporated by reference to the Registration Statement on Form S-1 ((Reg. No. 333-256684))</u> *
<u>4.1</u>	<u>Specimen Stock Certificate</u>
<u>5.1</u>	<u>Opinion of Taft Stettinius & Hollister LLP</u>
<u>23.1</u>	<u>Consent of EisnerAmper LLP</u>
<u>23.2</u>	<u>Consent of Mayer Hoffman McCann P.C.</u>
<u>23.3</u>	<u>Consent of Taft Stettinius & Hollister (included in Exhibit 5.1)</u>
<u>24.1</u>	<u>Power of Attorney (incorporated by reference to the Registration Statement on Form S-1 (Reg. No.333-256684))</u> *

* Previously filed.

<h1 style="margin: 0;">Byrna Technologies Inc.</h1> <p style="margin: 0;">INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE</p>		<div style="border: 1px solid black; padding: 2px; display: inline-block;">CERT.9999</div> <p style="margin: 0;">Certificate Number</p> <div style="border: 1px solid black; padding: 2px; display: inline-block;">9000000000</div> <p style="margin: 0;">Shares</p> <p style="margin: 0;">CUSIP NO.: 999999ZZ9</p>
<p>PAR VALUE \$0.001 COMMON STOCK</p> <p>THIS CERTIFIES THAT</p>	<p><i>* SPECIMEN *</i></p>	
<p>Is The Owner Of</p> <p><i>* NINE BILLION AND 00/100 *</i></p> <p>FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK PAR VALUE OF \$0.001 EACH OF</p> <h2 style="margin: 0;">BYRNA TECHNOLOGIES INC.</h2> <p>TRANSFERABLE ON THE BOOKS OF THE CORPORATION IN PERSON OR BY DULY AUTHORIZED ATTORNEY UPON SURRENDER OF THIS CERTIFICATE PROPERLY ENDORSED. THIS CERTIFICATE IS NOT VALID UNTIL COUNTERSIGNED BY THE TRANSFER AGENT AND REGISTERED BY THE REGISTRAR. WITNESS THE FACSIMILE SEAL OF THE CORPORATION AND THE FACSIMILE SIGNATURES OF ITS DULY AUTHORIZED OFFICERS.</p>		
	 <p style="margin: 0;">BRYAN S. GANZ President & Chief Executive Officer</p>  <p style="margin: 0;">LISA KLEIN WAGER Corporate Secretary & Chief Legal Officer</p>	<p>DATED: 01/01/2009</p> <p>COUNTERSIGNED AND REGISTERED TRANSHARE CORPORATION Transfer Agent</p> <p>By</p> <p style="text-align: right;">Authorized Signature 17755 N. US Highway 19, Suite # 140, Clearwater FL 33764 303 - 662 - 1112</p>

CERT.9999

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TEST ISSUE REF 1999 5.4375% 12/31/5



Taft Stettinius & Hollister LLP
2200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

taftlaw.com
(612) 977-8400

July 16, 2021

Byrna Technologies Inc.
100 Burt Road, Suite 115
Andover, MA 01810
(978) 868-5011

RE: Byrna Technologies Inc.; Registration Statement on Form S-1 (File No. 333-)

Ladies and Gentlemen:

We have acted as counsel for Byrna Technologies Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-1, as amended (the "Registration Statement"), pursuant to the Securities Act of 1933, as amended (the "Securities Act"). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Securities Act of the offer and sale of up to 287,500 shares (the "Shares") of the Company's common stock, \$0.001 par value per share, including up to 37,500 Shares purchasable by the underwriters upon their exercise of an over-allotment option. The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-256684), which was declared effective on June 15, 2021 (the "Prior Registration Statement"), including the prospectus that is part of the Prior Registration Statement. The Shares are being sold pursuant to the terms of an underwriting agreement among the Company and the underwriters named therein (the "Underwriting Agreement").

In our capacity as counsel to the Company, we have examined the Registration Statement, the form of Underwriting Agreement, corporate records of the Company including copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, and such other documents and records as we have deemed necessary for the purposes of this opinion.

In such examination, we have assumed the following without independent investigation: the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

Our opinions are as of the date hereof and we have no responsibility to update this opinion for events and circumstances occurring after the date hereof or as to facts relating to prior events that are subsequently brought to our attention. This opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, and we disavow any undertaking to advise you of any changes in law. The opinion set forth below is limited to the Delaware General Corporation Law, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinions expressed herein.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the prospectus included in the Prior Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required by the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ TAFT STETTINIUS & HOLLISTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Byrna Technologies Inc. on Form S-1 (No. 333-_____) to be filed on or about July 16, 2021 of our report dated February 26, 2021 (except for the fourth paragraph of Note 24, as to which the date is June 1, 2021), on our audit of the consolidated financial statements as of November 30, 2020 and for the year then ended. Our report includes an explanatory paragraph that refers to a change in the method of accounting for leases due to the adoption of Accounting Standards Update 2016-02, “Leases” (Topic 842), as amended. We also consent to the reference to us under the caption “Experts” in Amendment No. 2 to the Registration Statement on form S-1 (No. 333-256684) incorporated by reference in this Registration Statement.

/s/ EisnerAmper LLP

EISNERAMPER LLP
New York, New York
July 16, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of Byrna Technologies, Inc. on Form S-1 (No. 333-256684) to be filed on or around July 16, 2021, of our report dated May 18, 2020, except for the fourth paragraph of Note 24, as to which the date is June 1, 2021, (which report includes explanatory paragraphs related to the adoption of Accounting Standards Codification Topic 606, “Revenue from Contracts with Customers” and the existence of substantial doubt about the Company’s ability to continue as a going concern), relating to the consolidated financial statements of Byrna Technologies, Inc. (the “Company”), as of and for the year ended November 30, 2019, and to the reference to us under the heading “Experts” in the Registration Statement.

/s/ Mayer Hoffman McCann CPAs

(The New York Practice of Mayer Hoffman McCann P.C.)

New York, New York

July 16, 2021
