

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
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)

71-1050654
(IRS Employer
Identification No.)

100 Burtt Road
Suite 115
Andover, MA
(Address of Principal Executive Offices)

01810
(Zip Code)

Byrna Technologies Inc. Amended and Restated 2020 Equity Incentive Plan

(Full title of the plan)

Bryan Ganz
President and Chief Executive Officer
Byrna Technologies Inc.
100 Burtt Road, Suite 115
Andover, MA 01810
(Name and address of agent for service)

(978) 868-5011
(Telephone number, including area code, of agent for service)

Copies to:

Robert A. Pettitt
Burns & Levinson LLP
125 High Street
Boston, MA 02110
Telephone: (617) 345-3000

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

Large Accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

This Registration Statement on Form S-8 is filed by Byrna Technologies Inc., a Delaware corporation (the “**Registrant**”), relates to 1,300,000 shares of its common stock, par value \$0.001 per share (the “**Common Stock**”), issuable under the Registrant’s Amended and Restated 2020 Equity Incentive Plan (as amended, the “**Plan**”) that have become reserved for issuance as a result of an increase of 1,300,000 shares of Common Stock to the number of shares of Common Stock available for issuance under the Plan pursuant to stockholder approval obtained on June 17, 2022.

The shares of Common Stock included on this Registration Statement are in addition to the shares of Common Stock relating to the Plan that were registered on the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on October 7, 2021 (SEC File No. 333-260106) (the “**Prior Registration Statement**”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding the Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as supplemented by the information set forth below.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended November 30, 2021 filed with the Commission on [February 11, 2022](#), as amended pursuant to Amendment No. 1 thereto filed with the Commission on [March 30, 2022](#), in each case pursuant to Section 13 of the Exchange Act;

(b) The Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended [February 28, 2022](#), [May 31, 2022](#) and [August 31, 2022](#); and

(c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and

(d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form S-1 (File No. 333-256684) filed with the Commission on [June 1, 2021](#) and as amended on [July 6, 2021](#) and [July 12, 2021](#), in each case pursuant to the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts, on this 14th day of December, 2022.

BYRNA TECHNOLOGIES INC.

By: /s/ Bryan Ganz
Bryan Ganz
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Bryan Ganz and David North, and each of them singly (with full power to each of them to act alone), as such person's true and lawful attorney in fact and agent with full power of substitution, for such person in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ Bryan Ganz</u> Bryan Ganz	President, Chief Executive Officer and Director (principal executive officer)	December 14, 2022
<u>/s/ David North</u> David North	Chief Financial Officer (principal financial and accounting officer)	December 14, 2022
<u>/s/ Herbert Hughes</u> Herbert Hughes	Chairman	December 14, 2022
<u>/s/ Chris Lavern Reed</u> Chris Lavern Reed	Director	December 14, 2022
<u>/s/ Emily Rooney</u> Emily Rooney	Director	December 14, 2022
<u>/s/ Leonard Elmore</u> Leonard Elmore	Director	December 14, 2022

INDEX TO EXHIBITS

Exhibit Number	Description
4.1	<u>Certificate of Incorporation of the Registrant (previously filed as an exhibit to the Registrant's Annual Report on Form 10-K filed on February 26, 2021 and incorporated by reference thereto).</u>
4.2	<u>Certificate of Amendment to the Certificate of Incorporation of the Registrant, filed April 28, 2021 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed on April 28, 2021 and incorporated by reference thereto).</u>
4.3	<u>Certificate of Amendment to the Certificate of Incorporation of the Registrant, filed June 17, 2022 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed on June 17, 2022 and incorporated by reference thereto).</u>
4.4	<u>Bylaws of the Registrant, as amended and restated effective April 19, 2021 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed on April 26, 2021 and incorporated by reference thereto).</u>
4.5	<u>Byrna Technologies Inc. Amended and Restated 2020 Equity Incentive Plan (previously filed as Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on May 6, 2022 and incorporated by reference thereto).</u>
5.1*	<u>Opinion of Burns & Levinson LLP</u>
23.1*	<u>Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Burns & Levinson LLP (contained in Exhibit 5.1 hereto)</u>
24.1*	<u>Powers of Attorney (contained on signature page hereto)</u>
107*	<u>Calculation of Filing Fee Table</u>

* Filed herewith.

[Letterhead of Burns & Levinson LLP]

December 14, 2022

Byrna Technologies Inc.
100 Burt Road, Suite 115
Andover, MA 01810

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Byrna Technologies Inc., a Delaware corporation (the **Company**), of a Registration Statement on Form S-8 (the **Registration Statement**) with the Securities and Exchange Commission covering the offering of up to an aggregate of 1,300,000 shares (the **Shares**) of the Company's Common Stock, par value \$0.001 per share (**Common Stock**), pursuant to the Company's Amended and Restated 2020 Equity Incentive Plan (as amended, the **Plan**).

In connection with this opinion, we have examined and relied upon our review of (a) the Registration Statement and related prospectuses, (b) the Plan, (c) the Company's Certificate of Incorporation and Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of Common Stock will be available for issuance when the Shares are issued.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, and the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Burns & Levinson LLP

Burns & Levinson 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-8 to be filed on or about December 14, 2022 of our report dated February 11, 2022, on our audits of the financial statements as of November 30, 2021 and 2020 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed February 11, 2022.

/s/ EisnerAmper LLP

EISNERAMPER LLP
New York, New York
December 14, 2022

Calculation of Filing Fee Tables

FORM S-8

.....
(Form Type)

BYRNA TECHNOLOGIES INC.

.....
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to Be Paid	Equity	Common Stock, par value \$0.001 per share ⁽²⁾⁽³⁾ (4)	Other	1,300,000 (2)	\$8.92 (3)	\$11,596,000	\$110.20 per \$1,000,000	\$1,277.88
Total Offering Amounts						\$11,596,000		\$1,277.88
Total Fee Offsets								\$0.00
Net Fee Due								\$1,277.88

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the common stock, \$0.001 par value per share (the "Common Stock"), of Byrna Technologies Inc. (the "Registrant") that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents an increase of 1,300,000 shares of Common Stock available for issuance under the Registrant's Amended and Restated 2020 Equity Incentive Plan (the "Plan") pursuant to stockholder approval obtained on June 17, 2022.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of \$8.02, the average of the high and low prices of a share of Common Stock as reported on The Nasdaq Stock Market LLC on December 13, 2022.