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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Ganz Bryan</u> _____ (Last) (First) (Middle) <u>100 BURTT ROAD, SUITE 115</u> _____ (Street) <u>ANDOVER MA 01810</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Byrna Technologies Inc. [BYRN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2023</u>	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	08/31/2023		D		150,000		(2)	08/31/2023	Common Stock	150,000	\$0	300,000 ⁽²⁾	D	
Restricted Stock Units	(1)	12/05/2023		A		600,000		(3)	(3)	Common stock	600,000	\$0	600,000	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the common stock of Byrna Technologies Inc. (the "Issuer")
- The restricted stock units consisted of 300,000 Units with a \$20 20-day volume weighted average price ("VWAP") performance trigger and 150,000 restricted stock units with a \$30 20-day VWAP performance trigger ("S30 Trigger"). The reporting person was required to remain in service to the Company through August 31, 2023 for any units to vest. On August 31, 2023, 300,000 of the restricted stock units vested, but have not yet been settled, and 150,000 of the restricted stock units were forfeited.
- Pursuant to the terms of an employment agreement entered into effective September 1, 2023 (the "Agreement") and attached in full to the Form 8-K filed by the Issuer on September 18, 2023, the vesting of the units is subject to a double trigger of performance and time providing that (i) performance hurdles for three equal tranches, each consisting 200,000 units, will be met when the Issuer's common stock trades above \$6.00, \$9.00 and \$12.00, respectively on a 20-day volume weighted average closing price ("VWAP"), and (ii) subject to specific modifications detailed in the Agreement for a termination through a "Qualified Retirement" without cause, by resignation, by virtue of death or disability, or through a "Change in Control", the reporting person must remain employed by the Issuer until August 31, 2026 for the restricted stock units to vest. See the Form 8K for a fuller summary of its terms and the Agreement attached thereto for additional details.

/s/ Lisa Klein Wager by Power of Attorney 12/15/2023

** 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 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).

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.