

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 (Date of earliest event reported): **September 4, 2025**

BYRNA TECHNOLOGIES INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

333-132456
(Commission File Number)

71-1050654
(IRS Employer Identification No.)

100 Burtt Road, Suite 115
Andover, MA 01810
(Address and Zip Code of principal executive offices)

(978) 868-5011
(Registrant's telephone number, including area code)

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:

- ☐ 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 exchange on which registered
Common Stock, \$0.001 par value	BYRN	Nasdaq Capital Market

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 2.02 Results of Operations and Financial Condition.

On September 4, 2025, Byrna Technologies Inc. (the “Company”) issued a press release announcing the Company’s preliminary revenue expectations for its third fiscal quarter ended August 31, 2025. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. The attached Exhibit 99.1 is furnished pursuant to Item 2.02 of Form 8-K.

The information in Item 2.02 and Item 9.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release of Byrna Technologies Inc. dated September 4, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

BYRNA TECHNOLOGIES INC.

Date: September 4, 2025

By: /s/ Laurilee Kearnes

Name: Laurilee Kearnes

Title: Chief Financial Officer



Byrna Technologies Announces Preliminary Fiscal Record Third Quarter Revenues of \$28.2 Million, Up 35% From Fiscal Q3 2024

Expanding Retail Presence and Dramatic Increase in Web Traffic Drive Strong Momentum for Byrna Heading Into Upcoming Holiday Fourth Quarter

ANDOVER, Mass., September 4, 2025 - **Byrna Technologies Inc.** (“Byrna” or the “Company”) (Nasdaq: BYRN), a personal defense technology company specializing in the development, manufacture, and sale of innovative less-lethal personal security solutions, today announced select preliminary financial results for the fiscal third quarter ended August 31, 2025.

Preliminary Third Quarter Results

Based on preliminary unaudited results, Byrna expects total revenue for the fiscal third quarter of 2025 to be \$28.2 million, representing a 35% increase from \$20.9 million in the fiscal third quarter of 2024. The year-over-year growth was driven largely by strong dealer and chain store sales; however, Byrna saw year-over-year gains in every segment of the business. While the third quarter is typically a seasonally lighter period for the personal security products category, Byrna’s expanding retail footprint, international growth, and increasing brand visibility drove this strong year-over-year sales increase.

Management Commentary

“In the third quarter, Byrna delivered strong growth on the back of continued momentum in the dealer and chain store channel,” said Bryan Ganz, CEO of Byrna. “In addition to this strong showing in brick-and-mortar and international sales, Byrna saw a significant sales spike toward the end of August across all domestic channels due to our innovative AI-supported marketing approach that has dramatically expanded the number of consumers we are reaching.

“This was particularly evident on our e-commerce channel, where average daily sessions on Byrna.com jumped from about 36,000 in July to about 52,000 in August, a 45% month-over-month increase. At the same time, average daily sessions on Amazon jumped from about 15,000 in July to about 23,000 in August. We believe that this surge in sessions has the potential to drive growth in future quarters, similar to the jump in sessions we saw in the fourth quarter of 2023 when we introduced our celebrity endorsement model.

“While this surge in sessions did not translate immediately into increased sales due to the lag time between consumers’ initial introduction to Byrna and their purchase decision, by the end of August, we began to see a noticeable lift in sales as our online conversion rate strengthened toward the historical average. During the final ten days of August, our online conversion rate climbed 57% compared to the prior 10-day period, reaching 0.9%. This performance drove sales up 47% even as sessions held steady at an average of about 56,000 per day.

“This performance bodes well for Byrna as we enter the all-important holiday fourth quarter. With sessions and organic search at an all-time high and Byrna products now offered in more than 1,000 chain store locations, Byrna believes it has the potential to set a new revenue record in Q4.”

Preliminary Fiscal Third Quarter 2025 Sales Breakdown:

Sales Channel (\$ in millions)	Q3 2025	Q3 2024	% Change
Web	16.3	15.1	8%
Byrna Dedicated Dealers	7.9	3.2	147%
Law Enforcement / Schools / Pvt Security	0.1	-	N/A
Retail Stores	0.7	0.2	250%
International	3.2	2.4	33%
Total Sales	28.2	20.9	35%

Conference Call

Byrna plans to report its full financial results for the fiscal third quarter in October, which will be accompanied by a conference call to discuss the results and address questions from investors and analysts. The conference call details will be announced prior to the event.

About Byrna Technologies Inc.

Byrna is a personal defense technology company specializing in the development, manufacture, and sale of innovative less-lethal personal security solutions. For more information on the Company, please visit the corporate website [here](#) or the Company's investor relations site [here](#). The Company is the manufacturer of the Byrna® CL, Byrna® LE and Byrna® SD personal security devices, state-of-the-art handheld CO2 powered launchers designed to provide a less-lethal alternative to a firearm for the consumer, private security, and law enforcement markets. To purchase Byrna products, visit the Company's e-commerce store.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the securities laws. All statements contained in this news release, other than statements of current and historical fact, are forward-looking. Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects," "intends," "anticipates," and "believes" and statements that certain actions, events or results "may," "could," "would," "should," "might," "occur," "be achieved," or "will be taken." Forward-looking statements include descriptions of currently occurring matters which may continue in the future. Forward-looking statements in this news release include, but are not limited to, our statements related to preliminary revenue results for the third fiscal quarter 2025, the timing of the release of full financial results for the quarter; expectations for future sales growth and demand trends, the impact of marketing strategies, including the potential of AI-driven marketing to reach more consumers, and the Company's ability to sustain momentum through the fourth quarter 2025 and the potential for record revenues during that quarter. Forward-looking statements are not, and cannot be, a guarantee of future results or events. Forward-looking statements are based on, among other things, opinions, assumptions, estimates, and analyses that, while considered reasonable by the Company at the date the forward-looking information is provided, inherently are subject to significant risks, uncertainties, contingencies, and other factors that may cause actual results and events to be materially different from those expressed or implied.

Any number of risk factors could affect our actual results and cause them to differ materially from those expressed or implied by the forward-looking statements in this news release, including, but not limited to, disappointing market responses to current or future products or services; prolonged, new, or exacerbated disruption of the Company's supply chain; the further or prolonged disruption of new product development; production or distribution or delays in entry or penetration of sales channels due to inventory constraints, competitive factors, increased shipping costs or freight interruptions; prototype, parts and material shortages, particularly of parts sourced from limited or sole source providers; determinations by third party controlled distribution channels not to carry or reduce inventory of the Company's products; determinations by advertisers to prohibit marketing of some or all Byrna products; the loss of marketing partners or endorsers; potential cancellations of existing or future orders including as a result of any fulfillment delays, introduction of competing products, negative publicity, or other factors; product design defects or recalls; litigation, enforcement proceedings or other regulatory or legal developments; changes in consumer or political sentiment affecting product demand; regulatory factors including the impact of commerce and trade laws and regulations; import-export related matters or tariffs, sanctions or embargos that could affect the Company's supply chain or markets; delays in planned operations related to licensing, registration or permit requirements; and future restrictions on the Company's cash resources, increased costs and other events that could potentially reduce demand for the Company's products or result in order cancellations. The order in which these factors appear should not be construed to indicate their relative importance or priority. We caution that these factors may not be exhaustive; accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. Investors should carefully consider these and other relevant factors, including those risk factors in Part I, Item 1A, ("Risk Factors") in the Company's most recent Form 10-K, should understand it is impossible to predict or identify all such factors or risks, should not consider the foregoing list, or the risks identified in the Company's SEC filings, to be a complete discussion of all potential risks or uncertainties, and should not place undue reliance on forward-looking information. The Company assumes no obligation to update or revise any forward-looking information, except as required by applicable law.

Investor Contact:

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