

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)

001-40385
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 4, 2025, the Board of Directors (the “Board”) of Byrna Technologies Inc. (the “Company”) increased the size of the Board from five to seven members, and appointed Adam L. Roth and TJ Kennedy as members of the Board to fill the vacancies resulting from the increase in Board size, effective immediately.

Mr. Roth, age 56, has served as the founder of Synthesis Consulting Group, a strategy brand consultancy focusing on identifying and maximizing growth opportunities, since 2024. Mr. Roth previously served as a marketing executive at Nike, Inc. (NYSE:NKE) (“Nike”) from 1996 to 2000 and from 2033 through 2024. During his tenure at Nike, Mr. Roth held positions of increasing responsibility including as Vice President of Global Brand Innovation from 2016 through 2018, Vice President of Global Brand Creative from 2018 through 2019, Vice President of Asia-Pacific & Latin America Marketing from 2019 through 2021, and Vice President of North America Marketing from 2021 through 2024. Prior to Nike, Mr. Roth’s digital and advertising experience included positions at TBWA/Chiat/Day, asimba.com, and Saatchi & Saatchi, and Mr. Roth previously served on the Board of Directors of the Ad Council. Mr. Roth holds a Bachelor of Arts from Brown University.

Mr. Kennedy, age 53, has served as the Chief Executive Officer of Fractional Source, a fraction C-level leadership company, since January 2025. He previously served as the Chief Executive Officer and a member of the board of directors of Wrap Technologies (Nasdaq:WRAP), a public safety technology company, from April 2021 to April 2023. From July 2020 to April 2022, Mr. Kennedy served as the Chief Executive Officer, president, and member of the board of directors of Qumu, Inc., a Nasdaq-listed company that prior to its acquisition in 2023 provided the tools to create, manage, secure, distribute and measure the success of live and on-demand video for enterprises. From January 2019 to July 2020, Mr. Kennedy served as the Chief Executive Officer and member of the board of directors of Allerio, Inc., and from January 2018 through July 2020 and since April 2023, he has served as a founder and principal of The Public Safety Network. From July 2013 to January 2018, Mr. Kennedy served as the President/Deputy Executive Director of FirstNet – First Responder Network Authority. Mr. Kennedy has served on the advisory board of Siyata Mobile Inc., a public safety communications technology company, since July 2024, on the board of directors of AI Fund, a venture capital fund focused on swarming drone technology, since May 2023, on the board of directors of GeoComm-Granite Partners, a SaaS software company, since April 2022, and on the board of directors of Next General Critical Communications, a New Zealand organization responsible for developing public safety networks, since August 2020. Mr. Kennedy holds a Bachelor of Science in Health Promotion and Education from the University of Utah, and a Master’s of Business Administration from Johns Hopkins University.

Mr. Roth and Mr. Kennedy will be entitled to receive compensation for their service on the Board consistent with the Company’s standard compensation program for non-employee directors, as described under the heading “Director Compensation” in the Company’s [definitive proxy statement on Schedule 14A](#) filed with the Securities and Exchange Commission (the “SEC”) on June 18, 2025. That description is incorporated in this Current Report on Form 8-K by reference.

There are no arrangements or understandings between Mr. Roth or Mr. Kennedy and any other person pursuant to which they were appointed as directors of the Company, and there are no family relationships between Mr. Roth or Mr. Kennedy and any director or executive officer of the Company. Since the beginning of the Company’s last fiscal year, the Company has not engaged in any transactions, and there are no proposed transactions, or series of similar transactions, in which Mr. Roth or Mr. Kennedy was or is to be a participant and in which any related person had a direct or indirect material interest in which the amount involved exceeds or exceeded \$120,000.

Item 7.01. Regulation FD Disclosure.

On September 9, 2025, the Company issued a press release announcing the appointment of Mr. Roth and Mr. Kennedy as directors, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in Item 7.01 of this Report, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information set forth in Item 7.01 of this Report, including Exhibit 99.1 attached hereto, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1* | Press Release of Byrna Technologies Inc. dated September 9, 2025 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

* Furnished but not filed.

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 9, 2025

By: /s/ Laurilee Kearnes

Name: Laurilee Kearnes

Title: Chief Financial Officer



Byrna Appoints Former Nike Global Marketing Leader Adam Roth and Public Safety Technology Leader TJ Kennedy to Board of Directors

ANDOVER, Mass., September 9, 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 the appointments of Adam Roth, former Vice President of North America Marketing at Nike, Inc., and TJ Kennedy, veteran technology and public safety executive, to its Board of Directors.

These appointments bring proven expertise in global brand building, go-to-market execution, and public safety technology leadership to Byrna, bringing added depth to the Board as Byrna expands its consumer reach and builds on its presence in security and public safety markets.

Roth retired from Nike in 2024 after a 25-year career leading marketing across North America, Asia-Pacific, Latin America, and multiple global categories, including Running and Basketball. He played a central role in some of Nike’s most iconic brand campaigns and cultivated high-profile athlete and influencer partnerships that helped cement Nike’s status as the world’s premier consumer brand. He now advises senior executives, growth companies, and emerging marketing talent through his consultancy, Synthesis Consulting Group.

Kennedy brings more than two decades of leadership across technology, wireless, and public safety. He previously served as CEO of Wrap Technologies, an innovative non-lethal public-safety device company, where he helped expand less-lethal restraint device adoption to nearly 1,000 agencies in 59 countries. He was also President of FirstNet, which awarded and governed the \$100 billion contract for the nationwide public safety broadband network that serves more than 30,000 agencies and seven million connections helping to support first responders, where he was instrumental in executing the U.S. government’s largest-ever public-private partnership. He currently leads Fractional Source, providing executive-level technology expertise to government agencies and private companies.

“Byrna has reached an inflection point where brand scale and public safety expertise can rapidly accelerate our growth,” said Herbert Hughes, Chairman of the Board. “Adam’s unmatched record shaping Nike into a global cultural powerhouse and TJ’s proven leadership creating FirstNet and scaling mission-critical public safety technologies bring world-class expertise to Byrna. Their appointments reflect our ability to attract board members of the highest caliber and will be invaluable as we continue expanding Byrna’s presence across consumer, private security, and law enforcement markets.”

Roth added: “Byrna has the right mission and products to resonate with a broad consumer base. I look forward to helping the Company elevate its marketing and brand presence to unlock its next stage of growth.”

Kennedy added: “Communities everywhere are looking for better ways to protect people and save lives while reducing reliance on lethal force. Byrna is answering that call, and I look forward to helping the Company grow its impact.”

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,” “can,” “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 potential acceleration of our growth, including in the consumer, private security, and law enforcement markets. 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.

**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.

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