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): **August 10, 2026**

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

Delaware
(State or other jurisdiction of incorporation)

333-132456	**71-1050654**
(Commission File Number)	(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.

Resignation of Director

On August 10, 2026, Emily Rooney tendered her resignation as a member of the Board of Directors (the "Board") of Byrna Technologies Inc. (the "Company"), effective as of such date. Ms. Rooney's resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Appointment of Director

On August 10, 2026, the Board appointed Brigadier General (Ret.) Rose Lopez Keravuori as a member of the Board, effective August 10, 2026, to fill the vacancy on the Board resulting from Ms. Rooney's resignation.

Ms. Keravuori, age 50, served in the United States Army and Army Reserve from May 1997 to June 2025. She retired retiring at the rank of Brigadier General, and most recently served as Director of Intelligence at U.S. Africa Command. During her military career, Ms. Keravuori commanded intelligence organizations and served in operational assignments in Germany, Kosovo, Afghanistan, Iraq and Africa. Her private sector experience includes leadership positions in business development, program management, and operations with BAE Systems from January 2006 to January 2011, and founding and serving as Chief Executive Officer of ROSE Solutions, a consulting firm specializing in the development and implementation of strategic initiatives for clients ranging from small businesses to federal agencies, from January 2011 to May 2021. Ms. Keravuori currently serves as Chair of the Advisory Board of GCR Group, a global producer and marketer of critical minerals. Ms. Keravuori is a graduate of the United States Military Academy at West Point and holds a Master of Studies in Diplomatic Studies from the University of Oxford, a Master of Strategic Studies from the U.S. Army War College, and an MBA from Cameron University.

In connection with a realignment of its committee structure, on August 10, 2026, the Board dissolved its Product Safety Committee, which was led by Ms. Rooney, and established an Enterprise Risk Management Committee with broader oversight responsibilities, including those previously delegated to the Product Safety Committee. The Board has appointed Ms. Keravuori, along with Board Chair TJ Kennedy, Adam Roth and CEO Conn Davis, to serve as members of the Enterprise Risk Management Committee.

Ms. Keravuori will be entitled to receive compensation for her service on the Board consistent with the Company's standard compensation program for non-employee directors, as described under the heading "Compensation of Directors" in Amendment No. 1 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2025, as previously filed with the Securities and Exchange Commission (the "SEC") on March 30, 2026, which description is incorporated herein by reference.

There are no arrangements or understandings between Ms. Keravuori and any other person pursuant to which she was appointed as a director of the Company, and there are no family relationships between Ms. Keravuori 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 Ms. Keravuori 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, and in which Ms. Keravuori had or will have a direct or indirect material interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 5.08 Shareholder Director Nominations.

The Board has established September 25, 2026, as the date of the Company's 2026 annual meeting of stockholders (the "2026 Annual Meeting"). As the date of the 2026 Annual Meeting has been changed by more than 30 days from the anniversary date of the Company's annual meeting of stockholders held in 2025 (the "2025 Annual Meeting"), in accordance with Rule 14a-5(f) of the Exchange Act, the Company is informing its stockholders of such change. The record date, time and location of the 2026 Annual Meeting will be as set forth in the Company's proxy statement for the 2026 Annual Meeting (the "Proxy Statement").

To be included in the proxy materials for the 2026 Annual Meeting, stockholder proposals submitted in compliance with Rule 14a-8 under the Exchange Act ("Rule 14a-8") must be received at the Company's offices at 100 Burtt Road, Suite 115, Andover, MA 01810, on or before August 24, 2026, which the Company has determined to be a reasonable time before it expects to begin printing and distributing its proxy materials for the 2026 Annual Meeting.

In addition, the deadline for any person intending to present director nominations or proposals before the 2026 Annual Meeting pursuant to the Company's Amended and Restated Bylaws (the "Bylaws"), but who does not wish to have a proposal considered for inclusion in the Proxy Statement and proxy in accordance with Rule 14a-8 under the Exchange Act, remains unchanged as the close of business on the 90th day prior to the anniversary of the previous year's annual meeting, or April 30, 2026. That also remains the deadline for any person intending to solicit proxies at the 2026 Annual Meeting in support of director nominees other than the Company's nominees pursuant to Rule 14a-19 under the Exchange Act. Further, the deadline to nominate and include proxy access director nominees in the Company's proxy materials pursuant to the Bylaws remains unchanged as the 120^{th} day prior to the anniversary of the date that the Company's proxy materials for the previous year's annual meeting were first sent to stockholders, or February 18, 2026.

All proposals must be delivered to the Company in compliance with all applicable SEC rules and regulations and the Bylaws.

Item 7.01 Regulation FD Disclosure.

On August 12, 2026, the Company issued a press release announcing the appointment of Ms. Keravuori as a director of the Company and the resignation of Ms. Rooney, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K (this "Report").

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 August 12, 2026
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: August 14, 2026

By: /s/ Laurilee Kearnes
Name: Laurilee Kearnes
Title: Chief Financial Officer

Exhibit 99.1

Byrna Appoints Retired U.S. Army Brigadier General Rose Lopez Keravuori to Board of Directors

ANDOVER, Mass., August 12, 2026 — 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 appointment of retired U.S. Army Brigadier General Rose Lopez Keravuori to its Board of Directors (the "Board"), effective August 10, 2026. She has also been named, along with two other independent directors, Board Chair TJ Kennedy and Adam Roth, and CEO Conn Davis, to a newly formed Enterprise Risk Management Committee to assist the Board in its strategic oversight of risk management. Keravuori succeeds Emily Rooney, whose resignation from the Board became effective the same date.

Keravuori brings more than three decades of leadership experience across strategic operations, crisis management, risk mitigation, and international affairs. Her experience reflects a unique combination of operational excellence, cultural diplomacy, and innovative problem-solving, making her well qualified to contribute to Board leadership and strategic oversight in support of the Company's effort to strengthen performance, position the Company for long-term growth, and deliver sustainable shareholder returns.

Keravuori served in the U.S. Army from 1997 until her retirement in 2025, most recently as director of intelligence for U.S. Africa Command. In that role, she served as a senior advisor to the commander, providing real-time intelligence and strategic guidance for critical operations while helping shape the command's long-term priorities. Keravuori's operational assignments included Germany, Kosovo, Afghanistan, Iraq, and Africa, where she led multinational security initiatives and supported crisis-response and risk-management efforts in complex environments. Throughout her distinguished military career, Keravuori commanded intelligence organizations, led large complex teams, and advised senior military and government leaders on national security, strategic planning, and international affairs.

Keravuori's private-sector experience includes leadership positions with BAE Systems, where she was responsible for business development, program management, and operations. She also founded and served as chief executive officer of ROSE Solutions, a consulting firm specializing in the development and implementation of strategic initiatives for clients ranging from small businesses to federal agencies.

Keravuori is a graduate of the United States Military Academy at West Point and holds a Master of Studies in Diplomatic Studies from the University of Oxford, a Master of Strategic Studies from the U.S. Army War College, and an MBA from Cameron University. She currently chairs the advisory board of GCR Group, a global producer and marketer of critical minerals. Keravuori holds a directorship certification from NACD (NACD.DC) and is a Qualified Risk Director (QRD) through the DCRO Institute. She is also a member of Women Corporate Directors.

"Rose's extraordinary leadership experience, deep expertise in international security and risk management, and proven ability to navigate complex global environments make her an outstanding addition to our Board," said TJ Kennedy, Chairman of the Board. "As Byrna expands across the consumer, professional security, and international markets, Rose's strategic perspective will be invaluable in helping guide the Company through its next phase of growth. On behalf of the Board, I also want to thank Emily Rooney for her service and leadership contributions to Byrna over nearly five years."

"Over the course of my career, I have seen how preparation, sound judgment, and access to effective tools can make a meaningful difference in high-pressure situations," Keravuori said. "Byrna's mission to expand access to innovative, less-lethal personal security solutions strongly resonates with me. I am honored to join the Board and look forward to applying my experience in strategy, risk, and complex operations to support Byrna's responsible growth and long-term success."

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 press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other securities laws. All statements contained in this press 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," or "be achieved," or "will be taken." Forward-looking statements in this press release include, but are not limited to, statements regarding the anticipated contributions of General Keravuori to the Board and to the newly formed Enterprise Risk Management Committee; the expected role of the Enterprise Risk Management Committee in supporting the Board's oversight of risk management; the Company's efforts under its new leadership to strengthen performance, position the Company for long-term growth, and deliver sustainable long-term shareholder returns and value; and the Company's anticipated expansion across the consumer, professional security, and international 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, including, but not limited to: the risk that the Company does not realize the anticipated benefits of the appointment, the newly formed committee, or its leadership transition; disappointing market responses to current or future products or services; disruption of the Company's supply chain; competitive factors; the loss of marketing partners or restrictions on the marketing of the Company's products; product design or manufacturing defects or recalls; litigation, enforcement proceedings, or other regulatory or legal developments; changes in consumer or political sentiment affecting product demand; and regulatory factors, including the impact of commerce and trade laws and regulations and the implementation of or changes in tariffs. We caution that these factors may not be exhaustive, and 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 the risk factors in Part I, Item 1A ("Risk Factors") of the Company's most recent Annual Report on Form 10-K and Part II, Item 1A ("Risk Factors") of the Company's most recent Quarterly Report on Form 10-Q, should understand that it is impossible to predict or identify all such factors or risks, and should not place undue reliance on forward-looking statements, which speak only as of the date of this press release. The Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by applicable law.

Investor Contact:
Tom Colton and Alec Wilson
Gateway Group, Inc.
949-574-3860
BYRN@gateway-grp.com