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 29, 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.

On August 29, 2026, the Board of Directors (the "Board") of Byrna Technologies Inc. (the "Company") increased the size of the Board from seven to eight members and appointed Matthew McBrady, Ph.D. to fill the resulting vacancy, effective immediately.

Dr. McBrady, age 55, currently serves as Chief Financial Officer of GoBrands, Inc., the parent company of GoPuff, a leading global quick commerce company, since 2025. Prior to joining GoBrands in 2025, he spent five years as Professor of Practice in Finance at the Darden Graduate School of Business Administration at the University of Virginia (the "Darden School").

Prior to his most recent tenure at the Darden School, Dr. McBrady spent more than a decade as a private equity and hedge fund investor, including serving as Managing Director and Chief Investment Officer of the Multi-Strategy Hedge Funds at BlackRock, Inc. (NYSE: BLK); Managing Director and Head of Investment Strategy and Risk Management at Silver Creek Capital Management; and Senior Associate and Vice President in the North American Private Equity group at Bain Capital.

Earlier in his career, Dr. McBrady held roles in academia and as a senior economics policy advisor. He served as a Professor of Finance at the Darden School from 2003 to 2006 and the Wharton School of the University of Pennsylvania from 2002 to 2003. From 1998 to 2000, he served as an international economist for President Clinton's Council of Economic Advisers and the U.S. Department of the Treasury, where he was involved in shaping the administration's response to the Asian financial crisis.

Dr. McBrady currently serves as an advisor to several impact investing funds and as a Director and longstanding Investment Committee Member and Chair of Global Partnerships, a non-profit impact investor and pioneer in the impact-first debt markets in Latin America and Africa. He previously served on the board of Axon Enterprise (Nasdaq: AXON) from 2001 to 2014 and again from 2016 to 2026. During his tenure, he Chaired the Audit Committee, Compensation Committee, and the M&A and Capital Structure Committee, and served as a member of the Enterprise Risk and Compliance Committee.

Dr. McBrady holds a B.A. in Economics from Harvard University, an M.Sc. in International Economics from Oxford University, where he was a Marshall Scholar, and a Ph.D. in Business Economics from Harvard University.

Dr. McBrady will be entitled to receive compensation for his 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 as previously filed with the Securities and Exchange Commission (the "SEC") on September 2, 2026, which description is incorporated herein by reference.

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

Item 7.01 **Regulation FD Disclosure.**

On September 2, 2026, the Company issued a press release announcing the appointment of Dr. McBrady to the Board, 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 September 2, 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: September 3, 2026	By:	/s/ Laurilee Kearnes
		Name: Laurilee Kearnes
		Title: Chief Financial Officer

Exhibit 99.1

Byrna Appoints Matt McBrady to Board of Directors

ANDOVER, Mass., Sep. 2, 2026 (GLOBE NEWSWIRE) -- 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 that Matthew McBrady, Ph.D. has been appointed to the Company's Board of Directors (the "Board").

Dr. McBrady was a long-time board member and advisor at Axon Enterprise ("Axon"), where he helped guide the company from its early days to its current position as the largest personal defense product company in the world with a market capitalization exceeding $50 billion.

"We are pleased to welcome Matt to the Board," said TJ Kennedy, Chairman of the Board. "His experience serving on the board of Axon, together with his combination of operational, financial, investment, and brand-building expertise, will enable him to provide valuable insights as we continue to reposition Byrna for its next phase of growth. Equally important, as a former professional investor, Matt has a sophisticated understanding of the capital markets and the perspectives of institutional shareholders. We look forward to working with him and benefiting from his experience and insights."

In addition to his experience in helping to establish and grow Axon, Dr. McBrady is an accomplished executive, investor, and advisor with experience spanning finance, technology, consumer brands, and capital markets. He currently serves as Chief Financial Officer of GoBrands, Inc., the parent company of GoPuff, a leading global quick commerce company, and previously spent nearly 15 years as a hedge fund and private equity investor.

"I have followed Byrna closely for many years and have long admired its mission, its products, and its commitment to innovation," said Dr. McBrady. "Byrna's adoption by consumers seeking key safety solutions has impressed me, and I believe Byrna has a significant opportunity to expand its market, reach new customers, and build upon the strong foundation it has established. I look forward to working with the Board and management team and applying the lessons from my experience at Axon and my perspectives as an executive, director, and investor to the Company's many opportunities as we work to deliver long-term value for all shareholders."

The appointment of Dr. McBrady increases the size of the Board from seven to eight directors and is part of a planned board refreshment strategy that began more than a year ago.

About Matthew McBrady, Ph.D.

Matthew McBrady, Ph.D., 55, currently serves as Chief Financial Officer of GoBrands, Inc., the parent company of GoPuff, a leading global quick commerce company, since 2025. Prior to joining GoBrands in 2025, he spent five years as Professor of Practice in Finance at the Darden Graduate School of Business Administration at the University of Virginia (the "Darden School").

Prior to his most recent tenure at the Darden School, Dr. McBrady spent more than a decade as a private equity and hedge fund investor, including serving as Managing Director and Chief Investment Officer of the Multi-Strategy Hedge Funds at BlackRock, Inc. (NYSE: BLK); Managing Director and Head of Investment Strategy and Risk Management at Silver Creek Capital Management; and Senior Associate and Vice President in the North American Private Equity group at Bain Capital.

Earlier in his career, Dr. McBrady held roles in academia and as a senior economics policy advisor. He served as a Professor of Finance at the Darden School from 2003 to 2006 and the Wharton School of the University of Pennsylvania from 2002 to 2003. From 1998 to 2000, he served as an international economist for President Clinton's Council of Economic Advisers and the U.S. Department of the Treasury, where he was involved in shaping the administration's response to the Asian financial crisis.

Dr. McBrady currently serves as an advisor to several impact investing funds and as a Director and longstanding Investment Committee Member and Chair of Global Partnerships, a non-profit impact investor and pioneer in the impact-first debt markets in Latin America and Africa. He previously served on the board of Axon Enterprise (Nasdaq: AXON) from 2001 to 2014 and again from 2016 to 2026. During his tenure, he Chaired the Audit Committee, Compensation Committee, and the M&A and Capital Structure Committee, and served as a member of the Enterprise Risk and Compliance Committee.

Dr. McBrady holds a B.A. in Economics from Harvard University, an M.Sc. in International Economics from Oxford University, where he was a Marshall Scholar, and a Ph.D. in Business Economics from Harvard University.

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 Dr. McBrady to the Board; the expected value of Dr. McBrady's experience in supporting future growth opportunities; the existence and nature of future opportunities available to the Company, future efforts to expand its market and reach, and the Company's delivery of long-term value to its shareholders. 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 Dr. McBrady's experience does not yield the anticipated benefits of the appointment, financial, economic and other factors that negatively impact future opportunities or long-term shareholder value; disappointing market responses to new strategies or 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:

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