

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wager Michael		2. Issuer Name and Ticker or Trading Symbol Byrna Technologies Inc. [BYRN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Strategy Officer				
(Last) (First) (Middle) 100 BURTT ROAD, SUITE 115		3. Date of Earliest Transaction (Month/Day/Year) 03/23/2022		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				
(Street) ANDOVER, MA 01810		4. If Amendment, Date Original Filed (Month/Day/Year)						
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	03/23/2022		D		45,000		(2)	08/31/2023	Common Stock	45,000	\$ 0	45,000	D	
Option (right to buy)	\$ 9.23	03/23/2022		A		45,000		(3)	03/23/2032	Common Stock	45,000	\$ 0	45,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wager Michael 100 BURTT ROAD, SUITE 115 ANDOVER, MA 01810			Chief Strategy Officer	

## Signatures

/s/ Lisa Wager by Power of Attorney  
Signature of Reporting Person

03/25/2022  
Date

## Explanation of Responses:

\* 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).

(1) Each restricted stock unit represents the right to receive one share of common stock.

(2) The original grants of restricted stock units ("Units") consisted of a total of 30,000 Units with no performance trigger, 30,000 Units with a \$30 20-day VWAP performance trigger ("\$30 Trigger"), and 30,000 Units with a \$40 20-day VWAP performance trigger ("\$40 Trigger"). The Reporting Person must remain in service to the Company through August 31, 2023 for any Units to vest. The Reporting Person has agreed to an amendment of the original Restricted Stock Unit Agreement, approved by the Board, to provide for cancellation of half the Units, consisting of all Units with a \$40 Trigger and 25,000 Units with a \$30 Trigger, in exchange for a grant of an equal number of options as described herein.

(3) One third of the grant (the "Option Shares") will vest and become exercisable on 3/23/23 (the "Year Anniversary"); the balance of the Option Shares will vest in eight (8) quarterly, consecutive, and equal installments thereafter, beginning on the first calendar day of the fiscal quarter immediately following the Year Anniversary, until all Option Shares are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.