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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Pham Luan</u> _____ (Last) (First) (Middle) <u>100 BURTT ROAD SUITE 115</u> _____ (Street) <u>ANDOVER MA 01810</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Byrna Technologies Inc. [ BYRN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>Chief Mktg and Rev Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/18/2024		M		50,000	A	(1)	68,387	D	
Common Stock	04/18/2024		F(2)		19,675	D	\$12.8	48,712	D	

**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 Securities Underlying Derivative Security (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: 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)	04/18/2024		M		50,000		04/18/2024	04/18/2024	Restricted Stock Unit	50,000	(1)	32,500	D	
Restricted Stock Unit	(3)	04/18/2024		D		27,500		04/18/2024	04/18/2024	Restricted Stock Unit	27,500	(3)	5,000(4)	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This transaction represents the settlement of 50,000 restricted stock units in shares of common stock upon vesting.
- In accordance with the terms of the Company's Amended and Restated 2020 Incentive Equity Plan and the Restricted Stock Unit Award Agreement, the Reporting Owner forfeited his rights to 19,675 shares of common stock that otherwise was due to him as part of the RSU settlement to cover the Reporting Owner's withholding tax obligations arising from settlement of vested restricted stock units. There was no market transaction in connection with this forfeiture. Reporting owner was issued the net number of shares (30,325) reflecting the 50,000 rsus settlement net of the 19,675 shares withheld for taxes calculated at the prior day's closing price of \$12.80
- These restricted stock units were performance units that were forfeited because performance conditions were not satisfied by end date of 4/18/24.
- These restricted stock units also vested on 4/18/24 but have not yet been settled.

/s/ Lisa Klein Wager by Power of Attorney 04/29/2024

\*\* Signature of Reporting Person Date

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

\* 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).

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

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