

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Ganz Bryan</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2024</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Units	(1)	05/17/2024		G/K	V		55,000	(2)	(2)(3)	Common Stock	55,000	\$0	545,000 ⁽³⁾	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the common stock of Byrna Technologies Inc. (the "Issuer").
2. Pursuant to the terms of an employment agreement effective 9/1/2023 (the "Agreement") and filed with the Issuer's Form 8-K on 9/18/2023, the vesting of the RSUs is subject to a double trigger of performance and time: (i) the performance hurdle for 1/3 of the RSUs will be met when the Issuer's common stock trades above \$6.00 on a 20-day volume weighted average closing price ("VWAP"); (ii) the performance hurdle for 1/3 of the RSUs will be met when the Issuer's common stock trades above \$9.00 on a 20-day VWAP; (iii) the performance hurdle for the final 1/3 of the will be met when the Issuer's common stock trades above \$12 on a 20-VWAP; and (iv) subject to specific modifications detailed in the Agreement for a termination through a Qualified Retirement (as defined therein), without cause, by resignation, by virtue of death or disability, or through a Change in Control, the reporting person must remain employed by the Issuer until 8/31/2026.
3. By agreements dated May 17, 2024 the reporting person, with the consent of the Compensation Committee of the Issuer's Board of Directors and consistent with the terms of the Issuer's equity incentive plan, assigned 55,000 of the RSUs (the "Assigned Units") to certain officers of the Issuer as a bona fide gift. The assignments did not alter any of the conditions of vesting, including the performance triggers or the requirement that, subject to specific modifications noted in note 2 above, that the reporting person remain employed through August 31, 2026. In the event that the applicable assignee ceases to be employed by the Issuer prior to such date, ownership of the Assigned Units will revert to the reporting person.

/s/ Lisa Klein Wager by Power of Attorney 07/15/2025

** 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.