

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Pham Luan	Byrna Technologies Inc. [BYRN]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
100 BURTT ROAD SUITE 115	05/17/2024	Chief Mktg and Rev Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ANDOVER MA 01810		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	20,000		(2)(3)	(3)	Common Stock	20,000	\$0	20,000	D	

Explanation of Responses:

1. Each restricted stock unit 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 between the Issuer and Bryan Ganz ("Ganz") 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 units is 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 units is met when the Issuer's common stock trades above \$9.00 on a 20-day VWAP; (iii) the performance hurdle for the final one-third of the will be met when the Issuer's common stock trades above \$12 on a 20-day 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, Ganz must remain employed by the Issuer until 8/31/2026.
3. By agreements dated May 17, 2024, Ganz, 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 20,000 of the units to the reporting person as a bona fide gift. The assignment did not alter any of the vesting conditions set forth in note 2, including the performance triggers or the requirement that, subject to specific modifications noted, that Ganz remain employed through August 31, 2026 for the units to vest. In the event the reporting person ceases to be employed by the Issuer such date, ownership of the Assigned Units will revert to Ganz.

/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.