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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>Cohen Scot</u> _____ (Last) (First) (Middle) <u>C/O WRAP TECHNOLOGIES, INC.</u> <u>1817 W 4TH STREET</u> _____ (Street) <u>TEMPE</u> <u>AZ</u> <u>85281</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WRAP TECHNOLOGIES, INC. [WRAP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">EXECUTIVE CHAIRMAN</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/12/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Stock	10/12/2023		A		482,143 ⁽¹⁾	A	\$0	5,477,654	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				
Stock Options	\$1.4	10/12/2023		A		1,290,166 ⁽²⁾		(2)	10/12/2033	Common Stock	1,290,166	\$0	1,290,166	D	
Stock Options	\$5.56								12/01/2021 04/01/2031	Common Stock	100,000 ⁽³⁾		100,000	D	
Series A Convertible Preferred Stock	\$1.45 ⁽⁴⁾								09/19/2023 (5)	Common Stock	862,069		1,250	D	
Warrants	\$1.45 ⁽⁶⁾								01/03/2024 07/05/2028	Common Stock	862,069		862,069	D	
Series A Convertible Preferred Stock	\$1.45 ⁽⁴⁾								09/19/2023 (5)	Common Stock	1,206,897		1,750	I	By V4 Global LLC
Warrants	\$1.45 ⁽⁶⁾								01/03/2024 07/05/2028	Common Stock	1,206,897		1,208,647	I	By V4 Global LLC

Explanation of Responses:

- Represents grant of restricted shares of common stock, par value \$0.0001 per share ("Common Stock") of Wrap Technologies, Inc. (the "Issuer") issued in connection with the Reporting Person's appointment as Executive Chairman. Shares will be issued upon vesting and shall vest, subject to Reporting Person's continued employment, (i) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$100 million for each trading day during 2 consecutive months; (ii) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$150 million for each trading day during 2 consecutive months; and (iii) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$200 million for each trading day during 2 consecutive months. The RSAs are subject to accelerated vesting upon the occurrence of certain events.
- Represents nonqualified stock options issued in connection with the Reporting Person's appointment as Executive Chairman, and represents 2.25% of the fully diluted issued and outstanding shares of the Issuer's Common Stock on the grant date. The stock options will vest, subject to Reporting Person's continued employment with the Issuer through each vesting date, as follows: (i) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$100 million for each trading day during 2 consecutive months; (ii) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$150 million for each trading day during 2 consecutive months; and (iii) 1/3rd on the date on which the Issuer's market capitalization meets or exceeds \$200 million for each trading day during 2 consecutive months, subject to accelerated vesting upon the occurrence of certain events.
- Stock options were issued on April 1, 2021, reported on a Form 4 filed on April 5, 2021, and are fully vested.
- The Series A Convertible Preferred Stock ("Preferred Shares") conversion price is subject to adjustment in the event of any issuances of shares of the Issuer's Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$1.45.
- Shares of Series A Convertible Preferred Stock do not expire.
- The conversion price of the Warrants is subject to adjustment in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$1.45.

/s/ Scot Cohen

10/16/2023

** 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.