

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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 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 <u>WRAP TECHNOLOGIES, INC. [WRAP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Cohen</u> <u>Scot</u> (Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2026</u>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman and CEO	
<u>C/O WRAP TECHNOLOGIES, INC.</u> <u>3480 MAIN HWY, SUITE 202</u> _____ <u>(Street)</u> <u>MIAMI</u> <u>FL</u> <u>33133</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	
<u>(City)</u> <u>(State)</u> <u>(Zip)</u>					

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	02/02/2026		A		475,000 ⁽¹⁾	A	\$2	1,874,186	I	By V4 Global LLC ⁽²⁾
Common Stock	02/03/2026		A		60,345 ⁽³⁾	A	\$0	1,934,531	I	By V4 Global LLC ⁽²⁾
Common Stock	02/03/2026		A		43,104 ⁽³⁾	A	\$0	6,532,165	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						
Warrants	\$2.3 ⁽⁴⁾	02/02/2026		A	475,000	02/03/2026	02/03/2031	Common Stock	475,000	\$0	475,000	I	By Scot Cohen Roth IRA
Stock Options (Right to Buy)	\$2.18	02/01/2026		A	2,000,000	(5)	02/01/2036	Common Stock	2,000,000	\$0	2,000,000	D	

Explanation of Responses:

1. Reflects shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"), purchased by the Reporting Person from the Issuer in a private placement pursuant to that certain Securities Purchase Agreement, dated as of February 2, 2026, by and among the Issuer and the investors signatory thereto (the "Purchase Agreement").
2. The reported securities are directly owned by V4 Global LLC ("V4") and may be deemed to be beneficially owned by the Reporting Person as managing member of V4. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
3. Represents shares of Common Stock issued as a payment of dividends on the Issuer's Series A Convertible Preferred Stock, par value \$0.0001 per share.
4. The warrants (the "PIPE Warrants") were purchased by the Reporting Person from the Issuer in a private placement pursuant to the Purchase Agreement. The exercise price of the PIPE Warrants is subject to adjustment in the event of any issuances of Common Stock of the Issuer or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$2.30.
5. 25% of the stock options vested on the date of grant and the remainder will vest ratably in three annual tranches thereafter; provided that any unvested stock options are subject to accelerated vesting upon the achievement of certain market capitalization milestones, provided further that, in each case, the Reporting Person is employed or providing services to the Issuer on the applicable vesting date.

/s/ Scot Cohen

02/03/2026

** 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.