

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Wrap Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

98212N107

(CUSIP Number)

Rick Werner, Esq.
30 Rockefeller Plaza, 26th Floor
New York, NY, 10112
2126597300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/24/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 98212N107

1	Name of reporting person Scot Cohen
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) SC, PF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 9,776,289.00
	8	Shared Voting Power 13,526,827.00
	9	Sole Dispositive Power 9,776,289.00
	10	Shared Dispositive Power 13,526,827.00
11	Aggregate amount beneficially owned by each reporting person 13,526,827.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 24.1 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

Includes 1,510,702 shares of Common Stock of the Issuer that the Reporting Person has the right to acquire within sixty days of the date of this Schedule 13D pursuant to vested stock options to acquire shares of Common Stock of the Issuer.

Includes 862,069 shares of Common Stock of the Issuer issuable to the Reporting Person upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 862,069 shares of Common Stock of the Issuer underlying associated warrants held by the Reporting Person.

Includes 1,206,897 shares of Common Stock of the Issuer issuable to V4 Global LLC upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 1,206,897 shares of Common Stock of the Issuer underlying associated warrants held by V4 Global LLC.

Based upon the aggregate of (i) 50,494,701 shares of Common Stock of the Issuer outstanding as of March 25, 2025, as disclosed in the Issuer's annual report on Form 10-K filed by the Issuer with the U.S. Securities and Exchange Commission on March 31, 2025, for the fiscal year ending December 31, 2024, (ii) 1,510,702 shares of Common Stock of the Issuer that the Reporting Person has the right to acquire within sixty days of the date of this Schedule 13D pursuant to vested stock options to acquire shares of Common Stock of the Issuer, and (iii) 2,068,966 shares of Common Stock of the Issuer issuable to the Reporting Person and V4 Global LLC upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 2,068,966 shares of Common Stock of the Issuer underlying associated warrants held by the Reporting Person and V4 Global LLC.

Includes 1,510,702 shares of Common Stock of the Issuer that the Reporting Person has the right to acquire within sixty days of the date of this Schedule 13D pursuant to vested stock options to acquire shares of Common Stock of the Issuer. Includes 862,069 shares of Common Stock of the Issuer issuable to the Reporting Person upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 862,069 shares of Common Stock of the Issuer underlying associated warrants held by the Reporting Person. Includes 1,206,897 shares of Common Stock of the Issuer issuable to V4 Global LLC upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 1,206,897 shares of Common Stock of the Issuer underlying associated warrants held by V4 Global LLC.

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held by the Reporting Person. Includes 1,206,897 shares of Common Stock of the Issuer issuable to V4 Global LLC upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 1,206,897 shares of Common Stock of the Issuer underlying associated warrants held by V4 Global LLC.

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Based upon the aggregate of (i) 50,494,701 shares of Common Stock of the Issuer outstanding as of March 25, 2025, as disclosed in the Issuer's annual report on Form 10-K filed by the Issuer with the U.S. Securities and Exchange Commission on March 31, 2025, for the fiscal year ending December 31, 2024, (ii) 1,510,702 shares of Common Stock of the Issuer that the Reporting Person has the right to acquire within sixty days of the date of this Schedule 13D pursuant to vested stock options to acquire shares of Common Stock of the Issuer, and (iii) 2,068,966 shares of Common Stock of the Issuer issuable to the Reporting Person and V4 Global LLC upon the conversion of shares of Series A Convertible Preferred Stock of the Issuer and 2,068,966 shares of Common Stock of the Issuer underlying associated warrants held by the Reporting Person and V4 Global LLC.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Wrap Technologies, Inc.

(c) Address of Issuer's Principal Executive Offices:

3480 Main Hwy, Suite 202, Miami, FLORIDA , 33133.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of this Schedule 13D is hereby amended and supplemented as follows:

The information reported in Item 6 of this Schedule 13D is incorporated herein by reference.

On February 5, 2025 (the "February 2025 Grant Date"), pursuant to terms of the 2017 Equity Compensation Plan, the Compensation Committee of the Board granted to the Reporting Person (i) a one-time grant of 250,000 restricted stock units, which are fully vested as of the date of this Schedule 13D, and (ii) stock options to purchase up to 500,000 shares of the Common Stock of the Issuer, which will vest in four substantially equal installments on each annual anniversary of the February 2025 Grant Date, provided that the Reporting Person is employed by or providing services to the Issuer through the applicable vesting date.

Between November 25, 2024 and March 4, 2025, the Reporting Person received an additional aggregate 169,104 shares of Common Stock of the Issuer, which were obtained as dividends on shares of Series A Convertible Preferred Stock of the Issuer.

Between November 25, 2024 and March 4, 2025, V4 Global received an additional aggregate 236,744 shares of Common Stock of the Issuer, which were obtained as dividends on shares of Series A Convertible Preferred Stock of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by the Reporting Person is stated in Items 11 and 13 on the cover page hereto

(b) Number of shares as to which the Reporting Person has:

(i) sole power to vote or to direct the vote: See Item 7 on the cover page(s) hereto.

(ii) shared power to vote or to direct the vote: See Item 8 on the cover page(s) hereto.

(iii) sole power to dispose or to direct the disposition of: See Item 9 on the cover page(s) hereto.

(iv) shared power to dispose or to direct the disposition of: See Item 10 on the cover page(s) hereto.

(c) Other than as set forth in this Schedule 13D, there have been no transactions in the Common Stock of the Issuer effected during the past sixty days by the Reporting Person.

(d) No other person is known to the Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of the Issuer covered by this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of this Schedule 13D is hereby amended and supplemented as follows:

The information reported in Item 3 of this Schedule 13D is incorporated herein by reference.

February 2025 Securities Purchase Agreement

On February 24, 2025, pursuant to a Securities Purchase Agreement by and among the Issuer and certain accredited investors (including V4 Global) (the "February 2025 Securities Purchase Agreement"), V4 Global acquired 1,100,000 shares of Common Stock of the Issuer.

Registration Rights Agreement

In connection with the February 2025 Securities Purchase Agreement, the Issuer entered into a registration rights agreement (the "Registration Rights Agreement"), dated as of February 24, 2025, with those accredited investors party to the February 2025 Securities Purchase Agreement (including V4 Global), pursuant to which the Issuer agreed to prepare and file a registration statement with the SEC registering the resale of the shares of Common Stock of the Issuer issued pursuant to the foregoing private placement no later than sixty days following the date of the Registration Rights Agreement, and to use best efforts to have the registration statement declared effective as promptly as practical thereafter, and in any event no later than ninety days following the date of the Registration Rights Agreement (or 120 days following the date of the Registration Rights Agreement in the event of a "full review" by the SEC).

The foregoing descriptions of the February 2025 Securities Purchase Agreement and the Registration Rights Agreement do not purport to be complete and are qualified in their entirety by reference to the forms of the February 2025 Securities Purchase Agreement and the Registration Rights Agreement, which are incorporated herein by reference to Exhibit 99.5 and Exhibit 99.6 to this Schedule 13D, respectively.

Item 7. Material to be Filed as Exhibits.

The following exhibits are filed as exhibits hereto:

99.5 February 2025 Securities Purchase Agreement, dated February 24, 2025, by and among the Issuer and the investors signatory thereto (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 28, 2025).

99.6 Registration Rights Agreement, dated February 24, 2025, by and among the Issuer and the investors signatory thereto (incorporated herein by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 28, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Scot Cohen

Signature: /s/ Scot Cohen

Name/Title: Scot Cohen

Date: 04/09/2025