

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)
<u>Cohen Scot</u>	<u>WRAP TECHNOLOGIES, INC.</u> [<u>WRAP</u>]	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>C/O WRAP TECHNOLOGIES, INC.</u>	<u>08/18/2025</u>	<u>Executive Chairman and CEO</u>
<u>3480 MAIN HWY, SUITE 202</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
<u>MIAMI FL 33133</u>		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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				
<u>Warrants</u>	<u>\$1.5⁽¹⁾</u>	<u>08/18/2025</u>		<u>A</u>	<u>666,667</u>	<u>(2)</u> <u>(2)</u>	<u>Common Stock</u> <u>666,667</u>	<u>(1)</u>	<u>666,667</u>	<u>I</u>	<u>By V4 Global LLC⁽³⁾</u>
<u>Series B Convertible Preferred Stock</u>	<u>\$1.5⁽⁴⁾</u>	<u>08/18/2025</u>		<u>A</u>	<u>1,000</u>	<u>(5)</u> <u>(5)</u>	<u>Common Stock</u> <u>666,667</u>	<u>(4)</u>	<u>1,000</u>	<u>I</u>	<u>By V4 Global LLC⁽³⁾</u>

Explanation of Responses:

1. The warrants (the "Warrants") were purchased by the Reporting Person from the Issuer in a private placement pursuant to that certain Securities Purchase Agreement, dated as of August 18, 2025 (the "Purchase Agreement"). The exercise price of the Warrants is subject to adjustment in the event of any issuances of common stock, par value \$0.0001 per share ("Common Stock"), of the Issuer or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$1.50, in such case the number of shares of Common Stock issuable upon exercise of Warrants will be adjusted proportionally.
2. The Reporting Person's ability to exercise the Warrants is conditioned on the Issuer obtaining the requisite stockholder approval ("Stockholder Approval") as set forth in the Purchase Agreement. The Warrants expire on the date that is five years from the date of such Stockholder Approval.
3. 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.
4. The shares of Series B Convertible Preferred Stock of the Issuer (the "Preferred Stock") were purchased by the Reporting Person from the Issuer in a private placement pursuant to the Purchase Agreement. The shares of Preferred Stock are convertible at an initial conversion price equal to \$1.50 per share, subject to certain adjustments.
5. The Reporting Person's ability to convert the shares of Preferred Stock is conditioned on the Issuer obtaining Stockholder Approval. The shares of Preferred Stock do not expire.

/s/ Scot Cohen 08/28/2025
** 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.