

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
(Amendment No. 1)

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WRAP TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

3480
(Primary Standard Industrial Classification Number)

98-0551945
(I.R.S. Employer Identification Number)

4620 Arville Street, Ste E
Las Vegas, Nevada 89103(800) 583-2652
(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

James A. Barnes
Chief Financial Officer, Secretary and Treasurer
Wrap Technologies, Inc.
4620 Arville Street, Suite E
Las Vegas, Nevada 89103
(800) 583-2652

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copy of correspondence to:

Daniel W. Rumsey, Esq.
Caitlin Murphey, Esq.
Disclosure Law Group
655 West Broadway, Suite 870
San Diego, CA 92101
(619) 272-7062

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾
Common Stock, par value \$0.0001 per share	9,578,255 ⁽³⁾	\$ 38,456,693	\$ 4,660.96 ⁽⁴⁾

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “*Securities Act*”), the shares of common stock being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Registrant’s common stock on the OTCQB Venture Market on November 26, 2018.
- (3) Consists of (i) 4,561,074 shares of common stock currently outstanding and held by the selling stockholders identified herein, (ii) 4,561,074 shares of common stock issuable upon exercise of common stock purchase warrants currently held by the selling stockholders identified herein, and (iii) 456,107 shares of common stock issuable upon exercise of common stock purchase warrants held by the placement agents and their designees identified herein.
- (4) Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

EXPLANATORY NOTE

Wrap Technologies, Inc. (the "*Company*") is filing this Amendment No. 1 to our Registration Statement on Form S-1 (File No. 333-228579) for the sole purpose of filing Exhibits 5.1 and 23.1 with the Securities and Exchange Commission. This Amendment No. 1 does not modify any provision of the Prospectus that forms a part of the Registration Statement and accordingly such Prospectus has not been included herein.

PART II

Item 16. Exhibits and Financial Statement Schedules

Exhibit Number	Description
<u>2.1</u>	Stock Purchase Agreement, dated March 22, 2017, by and between Wrap Technologies, LLC, Petro River Oil Corp., and Megawest Energy Montana Corp. Incorporated by reference to Exhibit 2.1 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>2.2</u>	Merger Agreement between Wrap Technologies, LLC and Megawest Energy Montana Corp., dated March 30, 2017. Incorporated by reference to Exhibit 2.2 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>3.1</u>	Amended and Restated Certificate of Incorporation of the Registrant. Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>3.2</u>	Bylaws of the Registrant. Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>4.1</u>	Form of Common Stock Certificate. Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-1, filed on May 30, 2017.
<u>4.2</u>	Form of Lock-Up Agreement, dated November 20, 2017. Incorporated by reference to Exhibit 99.1 to Form 8-K filed on November 22, 2017.
<u>4.3</u>	Form of Investor Warrant, dated October 30, 2018. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed on November 5, 2018.
<u>4.4</u>	Form of Placement Agent Warrant, dated October 30, 2018. Incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K, filed on November 5, 2018.
<u>5.1*</u>	Opinion of Disclosure Law Group, a Professional Corporation
<u>10.1</u>	Amended and Restated Intellectual Property License Agreement, dated September 30, 2016, by and between Wrap Technologies, LLC and Syzygy Licensing LLC. Incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>10.2</u>	2017 Equity Compensation Plan. Incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-1, filed on April 17, 2017.
<u>10.3</u>	Form of Placement Agent Agreement, dated October 30, 2018. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed on November 5, 2018.
<u>10.4</u>	Form of Registration Rights Agreement, dated October 30, 2018. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed on November 5, 2018.
<u>14.1</u>	Code of Ethics of the Registrant Applicable to Directors, Officers And Employees. Incorporated by reference to Exhibit 14.1 to the Quarterly Report on Form 10-Q, filed on November 9, 2018.
<u>23.1*</u>	Consent of Disclosure Law Group, a Professional Corporation
<u>23.2**</u>	Consent of Independent Registered Public Accounting Firm - Rosenberg Rich Baker Berman, P.A, filed herewith
<u>24**</u>	Power of Attorney (located on signature page)

* Filed herewith.

** Previously filed as an exhibit to the Company's Registration Statement on Form S-1, filed on November 28, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on December 6, 2018.

Wrap Technologies, Inc.

By: /s/ David Norris

David Norris
President

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ *</u> David Norris	President and Director (Principal Executive Officer)	December 6, 2018
<u>/s/ *</u> James A. Barnes	Chief Financial Officer, Secretary, Treasurer (Principal Accounting Officer)	December 6, 2018
<u>/s/ *</u> Scot Cohen	Executive Chairman of Board	December 6, 2018
<u>/s/ *</u> Michael Parris	Director	December 6, 2018
<u>/s/ *</u> Patrick Kinsella	Director	December 6, 2018
<u>/s/ *</u> Wayne R. Walker	Director	December 6, 2018

*By: /s/ James A. Barnes
Attorney-in-fact

DISCLOSURE LAW GROUP
a Professional Corporation



December 6, 2018

Wrap Technologies, Inc.
4620 Arville Street, Suite E
Las Vegas, Nevada 89103

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as legal counsel to Wrap Technologies, Inc., a Delaware corporation (the “*Company*”), in connection with its registration statement on Form S-1, Registration No. 333-228579, (the “*Registration Statement*”), first filed November 28, 2018 with the Securities and Exchange Commission (the “*Commission*”), and amended on December 6, 2018, relating to the proposed resale of up to 9,578,255 shares (the “*Shares*”) of the Company’s common stock, par value \$0.0001 per share (“*Common Stock*”), by the selling stockholders identified in the Registration Statement (the “*Selling Stockholders*”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

As the basis for the opinion hereinafter expressed, we have examined such statutes, Company corporate records and documents, certificates of Company and public officials, and other instruments and documents as we deemed relevant or necessary for the purposes of the opinion set forth below.

In making our examination, we have assumed the legal capacity of all natural persons, that all signatures on documents examined by us are genuine, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies. We have also assumed the accuracy and completeness of all information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below. We have relied upon a certificate and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In connection with the opinion hereinafter expressed, we have assumed that all of the Shares will be resold in the manner stated in the prospectus forming a part of the Registration Statement.

Based on the foregoing and on such legal considerations as we deem relevant, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents we have examined, we are of the opinion that the Shares will be duly authorized, validly issued, fully paid and nonassessable.

The opinions expressed herein are with respect to, and limited to, the corporate laws of the State of Delaware and the federal laws of the United States, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the reference to us under the caption “Legal Matters” in the prospectus forming a part of the Registration Statement and to the filing of this opinion letter as an exhibit to the Registration Statement, and any amendments thereto. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Disclosure Law Group
Disclosure Law Group, a Professional Corporation

