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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to 14a-12

**WRAP TECHNOLOGIES, INC.**  
(Name of Registrant as Specified in Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
  2. Form, Schedule or Registration Statement No.:
  3. Filing Party:
  4. Date Filed:
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WRAP TECHNOLOGIES INC  
4620 ARVILLE ST STE E  
LAS VEGAS, NV 89103

**Important Notice Regarding the Availability of Proxy Materials  
for the Shareholder Meeting to be Held on Thursday, May 23, 2019**

NAME  
ADDRESS1  
ADDRESS2  
COUNTRY

Control #: XXXXXXXXXXXX

As part of our efforts to conserve environmental resources and prevent unnecessary corporate expenses, WRAP TECHNOLOGIES INC has elected to provide Internet access to its proxy statement and annual reports rather than mailing paper copies. This reduces postage, printing expenses, and unnecessary paper waste.

**This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**Voting Items**

The Board of Directors recommend a vote FOR the Election of Directors, FOR proposals 2 and 3.

1. ELECTION OF DIRECTORS

- |                     |                    |                   |
|---------------------|--------------------|-------------------|
| 1. SCOT COHEN       | 2. DAVID NORRIS    | 3. MICHAEL PARRIS |
| 4. PATRICK KINSELLA | 5. WAYNE R. WALKER |                   |

2. APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2017 EQUITY COMPENSATION PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR POTENTIAL ISSUANCE THEREUNDER FROM 2.0 MILLION TO 4.1 MILLION SHARES, AND RATIFICATION OF ALL ISSUANCES MADE THEREUNDER TO DATE.

3. RATIFYING THE APPOINTMENT OF ROSENBERG RICH BAKER BERMAN, P.A. AS WRAP TECHNOLOGIES, INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

NOTE: IN HIS OR HER DISCRETION, THE PROXY IS AUTHORIZED TO VOTE UPON OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING

**HOW TO ACCESS THE PROXY MATERIALS**

The proxy statement and annual report to security holders are available online at: [www.colonialstock.com/wrap2019](http://www.colonialstock.com/wrap2019)

**HOW TO VOTE**



**BY INTERNET** [www.colonialstock.com/wrap2019](http://www.colonialstock.com/wrap2019)

On the above website, you can vote by clicking "Vote" and then entering the control number above as directed.



**BY PHONE** 877-285-8605



**BY MAIL** Send a paper proxy voting card by mail. You may request a proxy card by contacting us at 877-285-8605.



**IN PERSON** Vote in person at the meeting.

**MEETING INFORMATION**

Meeting Type: Annual Meeting

Meeting Date: May 23, 2019

Meeting Time: 10:30 AM PT

Meeting Location: ONE AMERICA PLAZA  
600 WEST BROADWAY  
7TH FLOOR MEETING ROOM  
SAN DIEGO, CA 92101

**TO ORDER A PAPER OR E-MAIL COPY OF THE PROXY MATERIALS:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery, please make your request for a copy as instructed below on or before: May 13, 2019

1. By Phone: (877) 285-8605
2. By Internet: [www.colonialstock.com/wrap2019](http://www.colonialstock.com/wrap2019)
3. By Email: [annualmeeting@colonialstock.com](mailto:annualmeeting@colonialstock.com)

If requesting materials by email, please include the control number listed above with your request.

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