
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 paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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WRAP TECHNOLOGIES INC
1817 N 4TH STREET
TEMPE, AZ 85281

**Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be Held on Thursday, June 23, 2022**

«FName»
«Address12»
«Address3»
«COUNTRY»

Control #: «ControlNumberExt»

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 RECOMMENDS A VOTE FOR ALL THE NOMINEES FOR DIRECTOR IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3.

1. ELECTION OF DIRECTORS

- | | | |
|-------------------|-----------------------|------------------|
| 1. Wayne Walker | 2. Scot Cohen | 3. TJ Kennedy |
| 4. Michael Parris | 5. Kimberly Sentovich | 6. Kevin Sherman |

2. To approve an amendment to our 2017 Equity Compensation Plan (the "2017 Plan") to increase the number of shares of Company common stock, par value \$0.0001 per share ("Common Stock"), available for issuance thereunder from 7.5 million shares to 9.0 million shares (the "Plan Amendment").

3. To ratify the appointment of Rosenberg Rich Baker Berman, P.A. as our independent auditors for the year ending December 31, 2022.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

HOW TO ACCESS THE PROXY MATERIALS

The proxy statement and annual report to security holders are available online at: www.colonialstock.com/wrap2022

HOW TO VOTE



BY INTERNET www.colonialstock.com/wrap2022

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.

MEETING INFORMATION

Meeting Type: Annual Meeting

Meeting Date: June 23, 2022

Meeting Time: 9:00 A.M. PST

Meeting Location: TO BE HELD VIRTUALLY AT
www.colonialstock.com/wrap2022

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: June 10, 2022.

1. By Phone: (877) 285-8605
2. By Internet: www.colonialstock.com/wrap2022
3. By Email: annualmeeting@colonialstock.com

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

