# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 10, 2022

# WRAP TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its Charter)

<u>Delaware</u> (State or other jurisdiction of incorporation) 000-55838 (Commission File No.) 98-0551945 (IRS Employer Identification No.)

1817 W 4th Street, Tempe, Arizona 85281 (Address of principal executive offices)

(800) 583-2652 (Registrant's Telephone Number)

Not Applicable (Former name or address, if changed since last report)

	he appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see Instruction A.2. below):
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Securitie	es registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u> Common Stock, par value \$0.0001 per share  $\frac{Trading\ Symbol(s)}{WRAP}$ 

Name of each exchange on which registered Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)  $\boxtimes$ 

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 13(a) of the Exchange Act  $\Box$ 

#### Item 2.02 Results of Operations and Financial Condition.

On August 10, 2022, Wrap Technologies, Inc. (the "Company") issued an earnings release to announce the Company's financial results for its second fiscal quarter ended June 30, 2022. A copy of the earnings release is attached to this Current Report on Form 8-K as Exhibit 99.1.

#### Item 7.01 Regulation FD Disclosure.

On August 10, 2022, the Company began utilizing a new corporate presentation (the "Corporate Presentation") for business purposes. A copy of the Corporate Presentation is attached hereto as Exhibit 99.2.

The information in this Current Report on Form 8-K, including the information set forth in Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall any exhibit filed herewith be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

#### Item 9.01 Financial Statements and Exhibits.

## (d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	Earnings Release dated August 10, 2022
<u>99.2</u>	Corporate Presentation dated August 2022
104	Cover Page Interactive Data File (formatted as Inline XBRL)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 11, 2022

**WRAP TECHNOLOGIES, INC.** By: /s/ Chris DeAlmeida

Chris DeAlmeida Chief Financial Officer

## **Exhibit Index**

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<u>99.2</u>	Corporate Presentation dated August 2022
104	Cover Page Interactive Data File (formatted as Inline XBRL)



#### WRAP TECHNOLOGIES REPORTS SECOND QUARTER 2022 RESULTS

TEMPE, Arizona – August 10, 2022 – Wrap Technologies, Inc. (Nasdaq: WRAP) ("Wrap" or the "Company"), a global leader in innovative public safety technologies and services, today announced results for the second quarter ended June 30, 2022.

#### **Second Quarter Highlights**

- New management completed its initial business review and developed a multi-year strategic roadmap for growth, profitability, and enhanced value creation.
- Operating expense was \$5.2 million in Q2 2022, representing a 32% year-over-year decline and reflecting new management's focus on achieving greater efficiencies
- Net Revenues were \$1.2 million in Q2 2022, compared to \$1.9 million in Q2 2021, reflecting the Company's transition to the next generation BolaWrap.
- Gross Profit was \$0.5 million in Q2 2022, resulting in a 39% Gross Margin, compared to a loss of (\$0.1) million in Q2 2021.
- Net Loss per share was (\$0.12) in Q2 2022, compared to (\$0.20) in Q2 2021.
- Trained law enforcement agencies grew to more than 1,130, representing 41% year-over-year growth.
- Certified officer instructors grew to more than 3,660, up 31% year-over-year growth.

Unaudited	 Three Months Ended June 30,				Six Months Ended June 30,				
(Amounts in thousands, except per share data)	2022 2021			2022		2021			
Total revenues	\$ 1,165 \$	1,934	\$	2,764	\$	3,476			
Net sales growth (1)	(39.8)%	132%		(20)%		128%			
Gross margin rate	39%	$(3)\%^{(2)}$		41%		16% <sup>(2)</sup>			
Net loss	\$ (4,785) \$	(7,799)	\$	(10,217)	\$	(13,228)			
Net loss per basic and diluted share	\$ (0.12) \$	(0.20)	\$	(0.25)	\$	(0.35)			

- (1) As compared to the prior-year period.
- (2) Excluding one-time expenses of \$0.7 million the gross margin rate was 36% for QTD 2021 and 37% for the YTD 2021.

#### **Management Commentary**

TJ Kennedy, Chief Executive Officer and a Director of Wrap, commented:

"In the second quarter, our new management team assessed all facets of the business and developed a multi-year strategic roadmap for accelerating growth, achieving profitability, and enhancing value for shareholders. To achieve sustained revenue growth, we're focused on driving recurring sales in the U.S., ramping up sales of the new BolaWrap 150 internationally, and implementing a customer success function to help expand existing agencies to full patrol-wide BolaWrap deployments. In support of these priorities, we have added a dedicated inside sales function to improve our velocity of new leads and started pursuing expanded distributor and partner relationships. To drive stronger margins and support long-run profitability, our strategic roadmap also accounts for improved pricing on BolaWrap 150 devices and cassettes, and we began to charge fees for our respected training services. We have also implemented changes to how we sell Wrap Reality resulting in new wins and solidified our go-forward virtual reality offering as a Software as a Service (SaaS) model.

Management is already implementing its new strategic roadmap with urgency and purpose, meaning changes and new initiatives will become increasingly evident in the coming quarters. Our commitment to action should be evidenced by the 32% reduction in operating expense achieved in the second quarter. By containing costs, optimizing pricing, and sustaining sales growth, we expect to be able to reduce losses and improve cash flow. We have a viable path to getting to a break-even position by the end of 2023 and potentially achieve profitability by the end of 2024.

While the transition from the BolaWrap 100 to the Bola Wrap 150 as well as geopolitical tensions and macroeconomic headwinds have impacted us in recent quarters, we remain uniquely positioned to deliver best-in-class technologies and services that can empower law enforcement officers across the globe to have safe, effective encounters with minimal use of force. Wrap has a distinct value proposition in a growing addressable market. We firmly believe that our planned changes and strategic priorities will drive significant sales growth in the future and put us on a path to sustainable profitability."

#### **Second Quarter Financial and Operational Summary**

#### Net Sales

- Generated net revenue of \$1.2 million for 2O22, compared to \$1.9 million for 2O21.
- Incurred discounts of approximately \$0.2 million during 2Q22 as a result of promotional programs intended to encourage customers to upgrade to the BolaWrap 150. Gross revenue prior to promotion discounts and incentives were \$1.4 million.
- Backlog at the end of the 2Q22 was \$0.1M.

#### Gross Profit

- Generated approximately \$0.5 million of gross profit in 2Q22 resulting in a 39% gross margin, compared to a loss of \$60 thousand for 2Q21. The prior year included \$0.7 million of one-time expense incurred related to a line change and transition to building the BolaWrap 150.
- We were impacted by higher raw material prices in the second quarter to obtain certain parts and delays in our supply chain that affected our production in Q2. Our
  margin is expected to improve significantly in future quarters as these issues dissipate.
- We expect our recently released upgraded model of our flagship BolaWrap 150 product will contribute to meaningful gross margin expansion over time.

#### Selling, General and Administrative (SG&A) Expense

- SG&A expense decreased approximately \$2.8 million in 2Q22 compared to 2Q21 due to significant new cost containment efforts focused on reducing SG&A expense to be more in line with overall sales.
- Share-based compensation decreased to \$0.6 million compared to \$2.0 million for 2Q21, due to the stock price in 2Q22 compared to 2Q21, as well as certain issuances of stock in the prior year period.
- We expect expenditures for SG&A expense for the balance of 2022 to remain below the prior year due to active cost containment efforts.

## Research and Development (R&D) Expense

- R&D expense increased approximately \$0.3 million in 2Q22 to \$1.5 million, as compared to 2Q21, due primarily to enhancements to the new BolaWrap 150, development of Wrap Reality, and other new R&D initiatives.
- We continue to invest in R&D as we expand important research initiatives in response to identified market opportunities in the non-pain compliance and non-injurious law enforcement market, including further development of WRAP Reality for law enforcement, correction, and others in public safety.

#### Outlook

Although near-term growth is difficult to project, management anticipates full-year sales will grow in 2022 as supply chain disruptions ease and the transition from the BolaWrap 100 to the BolaWrap 150 accelerates. We also expect to see increased sales momentum in the back half of 2022 internationally as we raise awareness for the BolaWrap 150 and transition international customers to the next generation device.

Looking beyond this transitional year, we expect strong sales growth for the BolaWrap 150 and Wrap Reality in 2023 and beyond. Our new strategic roadmap and the expected growth, coupled with continued cost savings and expense management, should lead to further reduction of the Company's cash burn going forward. As a result, we are targeting a cash flow break-even point by the end of 2023 and see the potential for profitability by the end of 2024.

#### Webcast and Earnings Conference Call

The Company will host an investor conference call at 5:00 pm ET today to review its results. The investor conference call can be accessed using the following link. Please join the webcast 5-10 minutes prior to the start time.

## WEBCAST LINK: Link to Wrap webcast

This call and all supplemental information can be accessed on Wrap's investor relations website: https://wrap.com/investors/ A recording of the conference call will also be available on the Company's investor relations website.

#### Contact

Investors and Media: Paul M. Manley Vice President of Investor Relations (612) 834-1804 pmanley@wrap.com

#### **About Wrap Technologies**

WRAP Technologies (Nasdaq: WRAP) is a global leader in innovative public safety technologies and services. WRAP develops creative solutions to complex issues and empowers public safety officials to protect and serve their communities through its portfolio of advanced technology and training solutions.

WRAP's BolaWrap® Remote Restraint device is a patented, hand-held pre-escalation and apprehension tool that discharges a Kevlar® tether to temporarily restrain uncooperative suspects and persons in crisis from a distance. Through its many field uses and growing adoption by agencies across the globe, BolaWrap is proving to be an effective tool to help law enforcement safely detain persons without injury or the need to use higher levels of force.

WRAP Reality, the Company's virtual reality training system, is a fully immersive training simulator and comprehensive public safety training platform providing first responders with the discipline and practice in methods of de-escalation, conflict resolution, and use-of-force to better perform in the field.

WRAP's headquarters are in Tempe, Arizona. For more information, please visit wrap.com.

#### **Use of Non-GAAP Information**

Included in this press release are non-GAAP operational metrics regarding agencies and training, amounts of non-cash stock-based compensation expense and gross revenues before promotion discounts and incentives, which the Company believes provide helpful information to investors with respect to evaluating the Company's performance.

#### Trademark Information

BolaWrap, Wrap and Wrap Reality are trademarks of Wrap Technologies, Inc. All other trade names used herein are either trademarks or registered trademarks of the respective holders.

#### Cautionary Note on Forward-Looking Statements - Safe Harbor Statement

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to: statements regarding the Company's overall business; total addressable market; and, expectations regarding future sales and expenses. Words such as "expect", "anticipate", "should", "believe", "target", "project", "goals", "estimate", "potential", "predict", "may", "will", "could", "intend", and variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Moreover, forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the Company's control. The Company's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the Company's ability to successfully implement training programs for the use of its products; the Company's ability to manufacture and produce product for its customers; the Company's ability to develop sales for its new product solution; the acceptance of existing and future products, including the acceptance of the BoloWrap 150; the risk that distributor and customer orders for future deliveries are modified, rescheduled or cancelled in the normal course of business; the availability of funding to continue to finance operations; the complexity, expense and time associated with sales to law enforcement and government entities; the lengthy evaluation and sales cycle for the Company's product solution; product defects; litigation risks from alleged product-related injuries; risks of government regulations; the business impact of health crises or outbreaks of disease, such as epidemics or pandemics; the impact resulting from geopolitical conflicts and any resulting sanctions; the ability to obtain export licenses for countries outside of the US; the ability to obtain patents and defend IP against competitors; the impact of competitive products and solutions; and the Company's ability to maintain and enhance its brand, as well as other risk factors mentioned in the Company's most recent annual report on Form 10-K, quarterly report on Form 10-Q, and other SEC filings. These forward-looking statements are made as of the date of this press release and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Except as required by law, the Company undertakes no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events or changes in its expectations.

## Wrap Technologies, Inc. Condensed Consolidated Balance Sheets (unaudited - dollars in thousands)

	June 30, 2022		December 31, 2021		
ASSETS					
Current assets:					
Cash and cash equivalents	\$	3,643	\$	4,937	
Short-term investments		24,862		29,983	
Accounts receivable and contract assets		1,405		3,859	
Inventories, net		2,033		1,566	
Prepaid expenses and other current assets		700		868	
Total current assets		32,643		41,213	
Property and equipment, net		907		976	
Operating lease right-of-use asset, net		337		51	
Intangible assets, net		1,941		1,982	
Other assets		11		9	
Total assets	\$	35,839	\$	44,231	
LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities:					
Accounts payable and accrued liabilities	\$	2,274	\$	2,603	
Customer deposits	Ψ	4	Ψ	43	
Deferred revenue		178		155	
Operating lease liability - short term		102		56	
Total current liabilities		2,558		2,857	
Long-term liabilities		414		110	
Total liabilities		2,972		2,967	
Stockholders' equity		32,867		41,264	
Total liabilities and stockholders' equity	\$	35,839	\$	44,231	

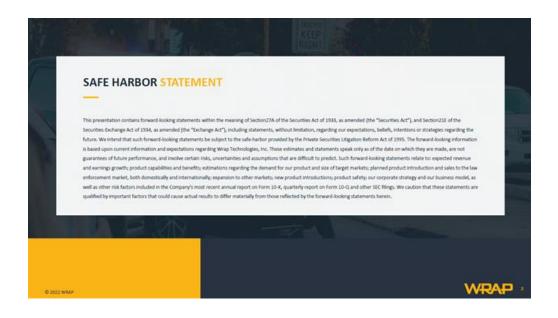
# Wrap Technologies, Inc. Condensed Consolidated Statements of Operations and Comprehensive Loss (unaudited - dollars In thousands, except share and per share data)

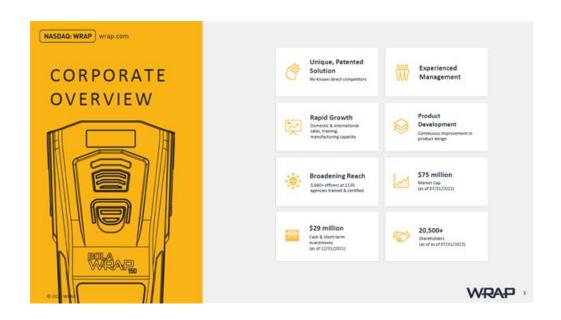
		Three Months Ended June 2022 2021				nded June 30, 2021		
Revenues:								
Product sales	\$	969	\$	1,852	\$	2,431	\$	3,278
Other revenue		196		82		333		198
Total revenues		1,165		1,934		2,764		3,476
Cost of revenues		708		1,994		1,640		2,931
Gross profit (loss)		457		(60)		1,124		545
Operating expenses (i):								
Selling, general and administrative		3,764		6,579		8,370		11,557
Research and development		1,476		1,162		2,971		2,227
Total operating expenses		5,240		7,741		11,341		13,784
Loss from operations		(4,783)		(7,801)		(10,217)		(13,239)
Other income (expense)		(2)		2		<u>-</u>		11
Net loss	\$	(4,785)	\$	(7,799)	\$	(10,217)	\$	(13,228)
Net loss per basic and diluted common share	\$	(0.12)	\$	(0.20)	\$	(0.25)	\$	(0.35)
Weighted average common shares used to compute net loss per basic and diluted								
common share		40,978,820	_	38,162,526	_	40,943,241	_	37,938,873
Comprehensive loss:								
Net loss	\$	(4,785)	\$	(7,799)	\$	(10,217)	\$	(13,228)
Net unrealized gain (loss) on short-term investments		12		(4)		(11)		(2)
Comprehensive loss	\$	(4,773)	\$	(7,803)	\$	(10,228)	\$	(13,230)
(i) includes stock-based compensation expense as follows:								
	T	Three Months Ended June 30,			<b>Three Months Ended June 3</b>		,	
		2022 2021			_	2022	_	2021
Selling, general and administrative	\$	591	\$	2,027	\$	1,485	\$	2,629
Research and development		136		121		271		378
Total share-based compensation expense	\$	727	\$	2,148	\$	1,756	\$	3,007

## Wrap Technologies, Inc. Condensed Consolidated Statements of Cash Flows (unaudited - dollars in thousands)

	Six Months Er 2022		
Cash Flows From Operating Activities:	 _		_
Net loss	\$ (10,217)	\$	(13,228)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	380		219
Restructuring and other costs	-		747
Gain on sale of assets	-		(11)
Warranty provision	45		10
Non-cash lease expense	49		46
Share-based compensation	1,756		3,007
Common shares issued for services	-		239
Provision for doubtful accounts	8		46
Changes in assets and liabilities:			
Accounts receivable	2,446		(798)
Inventories	(467)		(713)
Prepaid expenses and other current assets	168		(65)
Accounts payable	(417)		48
Operating lease liability	(41)		(48)
Customer deposits	(39)		8
Accrued liabilities and other	106		53
Warranty settlement	(63)		16
Deferred revenue	 79		170
Net cash used in operating activities	\$ (6,207)	\$	(10,254)
Cash Flows From Investing Activities:			
Purchase of short-term investments	\$ (14,890)	\$	(25,009)
Proceeds from maturities of short-term investments	20,000		20,000
Capital expenditures for property and equipment	(168)		(367)
Investment in patents and trademarks	(102)		(96)
Investment in long-term deposits	(2)		-
Proceeds from long-term deposits	-		3
Net cash provided by (used) in investing activities	\$ 4,838	\$	(5,469)
Cash Flows From Financing Activities:			
Proceeds from exercise of warrants	\$ 0	\$	12,048
Proceeds from exercise of stock options	75		278
Repayment of debt	-		(200)
Net cash provided by financing activities	\$ 75	\$	12,126
Net decrease in cash and cash equivalents	(1,294)		(3,597)
Cash and cash equivalents, beginning of period	4,937		16,647
Cash and cash equivalents, end of period	\$ 3,643	\$	13,050









STRATEGIC
ROADMAP

Comprehensive Roadmap focused on sustainably growing revenues, driving stronger margins, and supporting long run profitability.

5 - 10 year commitment to the BolaWrap 150

Enhanced sales functions to include Inside Sales

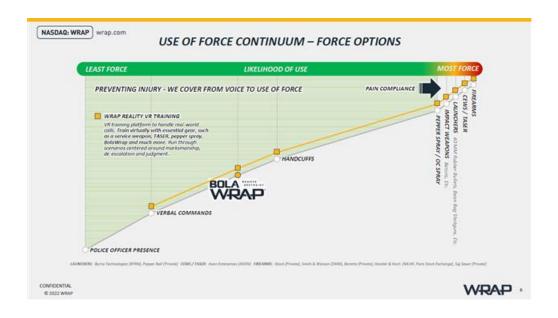
Implemented our Customer Success model

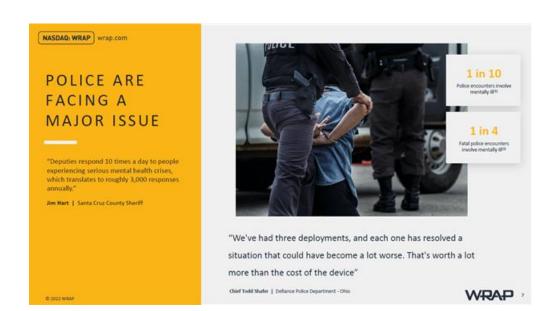
Additional distributor and partner relationships

Improved pricing on all products

Launched Wrap Reality as a SaaS model

Significant operating expense reductions



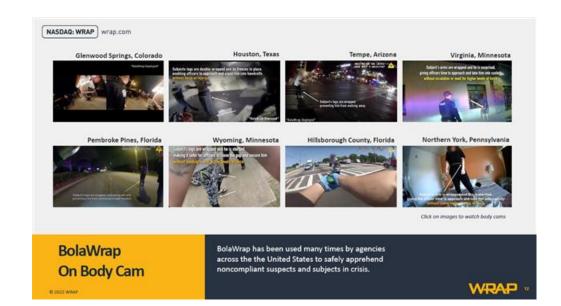
















NASDAQ: WRAP wrap.com

## **WRAP** Reality™

**Cutting-edge virtual** reality training technology for law enforcement and security personnel

"I can tell you that it is a great tool, and every agency across this country should have this technology."

Chief Henry A. King Jr.
Chief of Police — Edenton Police Department (NC)

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WIDE SPECTRUM OF SKEL SETS.
Use of fance, de-escalation, conflict resolution, and process and procedure.

LARGE LIBRARY OF TRAINING MODULES

More than 36 modules representing a variety of relevant semantics law enforcement officers face on a regular basis

#### EASE OF TRANSPORT

EASE OF INSTALLATION

On-site installation and train-the-trainer





NASDAQ: WRAP wrap.com

## ENVIRONMENTAL SOCIAL GOVERNANCE

#### ESG Approach:

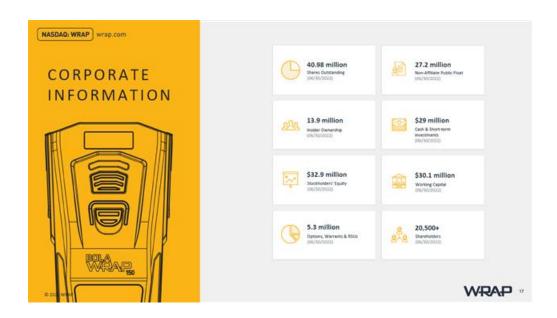
- WRAP will focus on the social aspect of ESG the most because the company is in a unique position in that category.
- As an overall checklist, WRAP will fine tune operations to be in-line with SDG guidelines (Social Development Guidelines clearly set and stated by the UN).
- 3. WRAP has applied to become a United Nations Signatory.

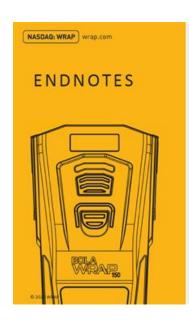
Top ESG Initiatives achieved year-to-date:

- Internally investigated WRAP's supply chain to make sure the company isn't enabling companies that are acting outside of ESG guidelines
- Reviewed the firm's hiring practices to assure diversification, fairness and equal opportunities
- ✓ Identified how the company could do more socially
- Hired an ESG consultant to give a fairness opinion and offer areas we could improve on
- ✓ ESG letter published on August 9th, 2021

(D.2022 WEAR







[1] The Role of Mental Illness in Fatal Law Enforcement Encounters; Treatment Advocacy Center: Office of Research & Public Affairs

[2] https://www.washingtonpost.com/graphics/2019/national/police-shootings-2019/

[3] https://www.reuters.com/investigates/special-report/usa-base-tracker/

[4] https://ycholarworks.waldenu.edu/dosertations/3420/

[5] https://en.wikipedia.org/wiki/Black\_Lives\_Matter

[6] Article 'Cost of Police-Misconduct Cases Soars in big U.S. Cities' Washington Post, Dan Frosch & Zusha Elinson

[7] City Lawsuit Costs Report; Governing.com

[8] Article 'How Much Does the NYPO Spend On Misdemeanor Arrests', Newsweek, Victoria Beklempis

[9] 360: Research Jan 2022 Market Report

[16] 2018: FBF's Criminal Justice Information Services Division, 2019: Department of Austice

[11] https://en.wikipedia.org/wiki/lut\_of\_countries\_by\_number\_of\_military\_and\_paramilitary\_personnel

[12] https://forbes.com/she/niallmcoarthy/2017/08/31/private-security-outrumbers-the-police in-most-countriesworld-ai-denharas-hic

[13] https://en.wikipedia.org/wiki/Law\_enforcement\_in\_the\_United\_States

[14] https://en.wikipedia.org/wks/Indonesian\_National\_Police

[15] https://wraptechnologies.com/wp-content/uploads/2020/07/furmmary.UK-Report-final-21-5-20.pdf



