SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add	Iress of Reporting Pers		Name <b>and</b> Ticker of P TECHNOL				(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last)	(First)	(Middle)	3. Date o 04/16/2	f Earliest Transaction 021	on (Montl	h/Day	Year)		Officer (give title below)		specify			
C/O WRAP TECHNOLOGIES, INC. 1817 W 4TH STREET				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street)										Form filed by More	than One Reporti	ng Person		
TEMPE	AZ	85281												
(City)	(State)	(Zip)												
		Table I - No	n-Derivative S	ecurities Acq	uired,	Disp	osed of, or	Benefi	cially Ow	rned				
1. Title of Security (Instr. 3) 2. Tran Date (Month				2A. Deemed Execution Date, if any (Month/Day/Year)	(A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			

						(D)				
Common Stock	04/16/2021		<b>M</b> <sup>(1)</sup>		7,500	Α	\$1.5	85,260	D	
Common Stock	04/16/2021		<b>S</b> <sup>(1)</sup>		7,500	D	\$5.39	77,760	D	
Common Stock								1,408,128	Ι	By Family Trust

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		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	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		Transaction(s) (Instr. 4)		
Stock Options	\$1.5	04/16/2021		<b>M</b> <sup>(1)</sup>			7,500	(2)	05/23/2023	Common Stock	7,500	<b>\$</b> 0	462,500	D	

Explanation of Responses:

1. The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 18, 2020.

2. 50% of the Stock Options vested on May 23, 2019, the one-year anniversary of the grant date, with the balance vesting monthly over 12 months thereafter. All options are fully vested as of May 23, 2020, subject to continued service.

/s/ James A. Barnes, Attorney-in- Fact	04/19/2021			
** 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.