

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person * <u>Cohen Scot</u>  (Last) (First) (Middle) <u>C/O WRAP TECHNOLOGIES, INC.</u> <u>1817 W 4TH STREET</u>  (Street) <u>TEMPE AZ 85281</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WRAP TECHNOLOGIES, INC. [ WRAP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								4,985,151	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	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 Transaction(s) (Instr. 4)	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
Series A Convertible Preferred Stock	\$1.45 <sup>(1)</sup>	07/05/2023		P		1,250		(2)	(3)	Common Stock	862,069	(4)	1,250	D	
Warrants	\$1.45 <sup>(5)</sup>	07/05/2023		P		862,069		(6)	07/05/2028	Common Stock	862,069	(4)	862,069	D	
Series A Convertible Preferred Stock	\$1.45 <sup>(1)</sup>	07/05/2023		P		1,750		(2)	(3)	Common Stock	1,206,897	(4)	1,750	I	By V4 Global LLC
Warrants	\$1.45 <sup>(5)</sup>	07/05/2023		P		1,206,897		(6)	07/05/2028	Common Stock	1,206,897	(4)	1,208,647	I	By V4 Global LLC
Stock Options <sup>(7)</sup>	\$5.56							12/01/2021	04/01/2031	Common Stock	100,000		100,000	D	

**Explanation of Responses:**

- The Series A Convertible Preferred Stock ("Preferred Shares") conversion price is subject to adjustment in the event of any issuances of shares of the Issuer's common stock ("Common Stock"), or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$1.45.
- The Reporting Person's ability to convert the Preferred Shares is conditioned on stockholder approval in compliance with the rules and regulations of The Nasdaq Capital Market.
- Shares of Series A Convertible Preferred Stock do not expire.
- The Preferred Shares and Warrants reported herein were acquired pursuant to a Securities Purchase Agreement by and between the Reporting Person and the Issuer, which transaction was approved by the Board of Directors of the Issuer, whereby the Reporting Person acquired each Preferred Share and associated Warrant at a purchase price of \$1,000 per Preferred Share.
- The conversion price of the Warrants is subject to adjustment in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below \$1.45.
- The Warrants will become exercisable on January 3, 2024, subject to stockholder approval in compliance with the rules and regulations of the Nasdaq Capital Market.
- Stock option was issued on April 1, 2021, reported on a Form 4 filed on April 5, 2021, and is fully vested.

/s/ Scot Cohen

07/07/2023

\*\* 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.