SEC Form 4

FORM 4

☐	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
☐	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Bernstein Bruce	WRAP TECHNOLOGIES, INC. [WRAP]	X Director

Bernstein Bruce

(Last)	(First)	(Middle)

C/O WRAP TECHNOLOGIES, INC.
1817 W 4TH STREET

(Street)

TEMPE	AZ	85281

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WRAP TECHNOLOGIES, INC. [WRAP]

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
01/08/2024

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
X Director		10% Owner
Officer (give title below)		Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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	12/22/2023		A		50,000	A	$0[(1)]	68,266	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	Amount or Number of Shares				
Stock Option (Right to Buy)	$2.43	12/22/2023		A		100,000		[(2)]	12/22/2033	Common Stock	100,000	$0	100,000	D	

Explanation of Responses:

1. Represents a grant of Restricted Stock Units (the "RSUs"). The RUSs will vest in three substantially equal installments at the end of each of the Issuer's fiscal years beginning on December 31, 2024 and ending on December 31, 2026, provided the Reporting Person is employed by or providing services to the Company or an affiliate on the applicable vesting date.

2. The stock options vested 100% on the date of grant.

Remarks:

This Amendment is being filed to correct the reporting person's Form 4 filed on January 8, 2024, which was invertedly filed under signature of power of attorney. This Amendment corrects the signatory as indicated below.

/s/ Bruce Bernstein	01/09/2024
** 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.