

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

FORM 8-K

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

Date of Report (Date of earliest event reported): **July 16, 2021**

**BYRNA TECHNOLOGIES INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

**333-132456**  
(Commission File Number)

**71-1050654**  
(IRS Employer Identification No.)

**100 Burt Road, Suite 115**  
**Andover, MA 01810**  
(Address and Zip Code of principal executive offices)

**(978) 868-5011**  
(Registrant's telephone number, including area code)

Check the 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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.001 par value	BYRN	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 16, 2021, Byrna Technologies Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Raymond James & Associates, Inc. as representatives of the several underwriters set forth on Schedule I thereto (collectively the "Underwriters"), relating to the Company's public offering of its common stock, par value \$0.001 per share (the "Common Stock"). Under the Underwriting Agreement, the Company agreed to issue and sell an aggregate of 2,500,000 shares of Common Stock to the Underwriters at a purchase price per share of approximately \$19.74 (the offering price to the public of \$21.00 per share minus the underwriting discount and commissions) and also granted the Underwriters an option (the "Option") to purchase up to an additional 375,000 shares of Common Stock at the same price for a period of 30 days following July 16, 2021. The Underwriters exercised the Option in full on July 16, 2021, and the sale of the 2,875,000 shares of Common Stock to the Underwriters closed on July 20, 2021.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides that the Company will indemnify the Underwriters against certain liabilities under the Securities Act of 1933, as amended, or contribute to payments the Underwriters may be required to make because of any of those liabilities.

Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the Company for which they received or will receive customary fees and expenses.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

1.1 [Underwriting Agreement, dated July 16, 2021, between the Company and Raymond James & Associates, Inc. as representatives of the underwriters named therein.](#)

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.

**BYRNA TECHNOLOGIES INC.**

Date: July 22, 2021

By: /s/ Bryan Ganz  
Name: Bryan Ganz  
Title: Chief Executive Officer