

Form 1-A Issuer Information	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL
FORM 1-A	FORM 1-A REGULATION A OFFERING STATEMENT UNDER THE SECURITIES ACT OF 1933	OMB Number: 3235-0286
		Estimated average burden hours per response: 608.0

1-A: Filer Information

Issuer CIK	0001566610
Issuer CCC	XXXXXXXX
DOS File Number	
Offering File Number	024-12400
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST
Would you like a Return Copy?	<input checked="" type="checkbox"/>
Notify via Filing Website only?	<input type="checkbox"/>
Since Last Filing?	<input checked="" type="checkbox"/>

Submission Contact Information

Name	
Phone	
E-Mail Address	

1-A: Item 1. Issuer Information

Issuer Information

Exact name of issuer as specified in the issuer's charter	Verb Technology Company, Inc.
Jurisdiction of Incorporation / Organization	NEVADA
Year of Incorporation	2012
CIK	0001566610
Primary Standard Industrial Classification Code	SERVICES-PERSONAL SERVICES
I.R.S. Employer Identification Number	90-1118043
Total number of full-time employees	20
Total number of part-time employees	1

Contact Information

Address of Principal Executive Offices

Address 1	2700 S Las Vegas Blvd.
Address 2	Suite 2301
City	Las Vegas
State/Country	NEVADA
Mailing Zip/ Postal Code	89109
Phone	855-250-2300

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement.

Name	Marcelle S. Balcombe
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Address 1	<input type="text"/>
Address 2	<input type="text"/>
City	<input type="text"/>
State/Country	<input type="text"/>
Mailing Zip/ Postal Code	<input type="text"/>
Phone	<input type="text"/>

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active.

### Financial Statements

Use the financial statements for the most recent period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance", refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7 of Article 7-04 for "Costs and Expenses Applicable to Revenues".

Industry Group (select one)	<input type="radio"/> Banking <input type="radio"/> Insurance <input checked="" type="radio"/> Other
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### Balance Sheet Information

Cash and Cash Equivalents	\$ 918000.00
Investment Securities	\$ 0.00
Total Investments	\$
Accounts and Notes Receivable	\$ 0.00
Loans	\$
Property, Plant and Equipment (PP&E):	\$ 39000.00
Property and Equipment	\$
Total Assets	\$ 8068000.00
Accounts Payable and Accrued Liabilities	\$ 5811000.00
Policy Liabilities and Accruals	\$
Deposits	\$
Long Term Debt	\$ 2972000.00
Total Liabilities	\$ 8783000.00
Total Stockholders' Equity	\$ -715000.00
Total Liabilities and Equity	\$ 8068000.00

### Statement of Comprehensive Income Information

Total Revenues	\$ 34000.00
Total Interest Income	\$
Costs and Expenses Applicable to Revenues	\$ 7000.00
Total Interest Expenses	\$

Depreciation and Amortization	<input type="text" value="\$ 1730000.00"/>
Net Income	<input type="text" value="\$ -19243000.00"/>
Earnings Per Share - Basic	<input type="text" value="\$ -4.10"/>
Earnings Per Share - Diluted	<input type="text" value="\$ -4.10"/>
Name of Auditor (if any)	<input type="text" value="Grassi &amp; CO., CPAs, P.C. (Weinberg &amp; Company, P.A through April 17, 2023)"/>

### Outstanding Securities

#### Common Equity

Name of Class (if any) Common Equity	<input type="text" value="Common Stock"/>
Common Equity Units Outstanding	<input type="text" value="25150074"/>
Common Equity CUSIP (if any):	<input type="text" value="92337U203"/>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<input type="text" value="The Nasdaq Stock Market LLC"/>

#### Common Equity

Name of Class (if any) Common Equity	<input type="text" value="Common Stock Purchase Warrants"/>
Common Equity Units Outstanding	<input type="text" value="163741"/>
Common Equity CUSIP (if any):	<input type="text" value="92337U112"/>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<input type="text" value="The Nasdaq Stock Market LLC"/>

#### Common Equity

Name of Class (if any) Common Equity	<input type="text" value="Common Stock Purchase Warrants"/>
Common Equity Units Outstanding	<input type="text" value="755923"/>
Common Equity CUSIP (if any):	<input type="text" value="000000000"/>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<input type="text" value="N/A"/>

#### Preferred Equity

Preferred Equity Name of Class (if any)	<input type="text" value="Series C Preferred Stock"/>
Preferred Equity Units Outstanding	<input type="text" value="3000"/>
Preferred Equity CUSIP (if any)	<input type="text" value="000000000"/>
Preferred Equity Name of Trading Center or Quotation Medium (if any)	<input type="text" value="N/A"/>

#### Debt Securities

Debt Securities Name of Class (if any)	<input type="text" value="N/A"/>
Debt Securities Units Outstanding	<input type="text" value="0"/>
Debt Securities CUSIP (if any):	<input type="text" value="000000000"/>
Debt Securities Name of Trading Center or Quotation Medium (if any)	<input type="text" value="N/A"/>

## 1-A: Item 2. Issuer Eligibility

## Issuer Eligibility

Check this box to certify that all of the following statements are true for the issuer(s)



- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101 (c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

## 1-A: Item 3. Application of Rule 262

### Application Rule 262

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.



Check this box if "bad actor" disclosure under Rule 262(d) is provided in Part II of the offering statement.



## 1-A: Item 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

### Summary Information

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering

☐ Tier1 ☒ Tier2

Check the appropriate box to indicate whether the financial statements have been audited

☐ Unaudited ☒ Audited

Types of Securities Offered in this Offering Statement (select all that apply)

☒ Equity (common or preferred stock)

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

☒ Yes ☐ No

Does the issuer intend this offering to last more than one year?

☐ Yes ☒ No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

☒ Yes ☐ No

Will the issuer be conducting a best efforts offering?

☒ Yes ☐ No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

☐ Yes ☒ No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

☐ Yes ☒ No

Number of securities offered

27397260

Number of securities of that class outstanding

25150074

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security

\$ 0.7300

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer

\$ 20000000.00

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders

\$ 0.00

The portion of the aggregate offering price attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement

\$ 0.00

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement

\$ 0.00

Total (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs)

\$ 20000000.00

**Anticipated fees in connection with this offering and names of service providers**

Underwriters - Name of Service Provider

n/a

Underwriters - Fees

\$ 0.00

Sales Commissions - Name of Service Provider

Dawson James Securities, Inc.

Sales Commissions - Fee

\$ 600000.00

Finders' Fees - Name of Service Provider

n/a

Finders' Fees - Fees

\$ 0.00

Accounting or Audit - Name of Service Provider

Weinberg & Company, P.A

Accounting or Audit - Fees

\$ 9500.00

Legal - Name of Service Provider

Sichenzia Ross Ference Carmel LLP

Legal - Fees

\$ 150000.00

Promoters - Name of Service Provider

n/a

Promoters - Fees

\$ 0.00

Blue Sky Compliance - Name of Service Provider

n/a

Blue Sky Compliance - Fees

\$ 0.00

CRD Number of any broker or dealer listed:

130645

Estimated net proceeds to the issuer

\$ 19224550.00

Clarification of responses (if necessary)

The Company may also incur up to an additional \$15,950 in out-of-pocket cost for escrow agent or clearing agent costs. Legal fees also include up to \$75,000 for fees and expenses of placement agent's legal counsel.

**1-A: Item 5. Jurisdictions in Which Securities are to be Offered**

***Jurisdictions in Which Securities are to be Offered***

Using the list below, select the jurisdictions in which the issuer intends to offer the securities

Selected States and Jurisdictions

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING
DISTRICT OF COLUMBIA
PUERTO RICO
ALBERTA, CANADA
BRITISH COLUMBIA, CANADA
MANITOBA, CANADA
NEW BRUNSWICK, CANADA
NEWFOUNDLAND, CANADA
NOVA SCOTIA, CANADA
ONTARIO, CANADA
PRINCE EDWARD ISLAND, CANADA
QUEBEC, CANADA
SASKATCHEWAN, CANADA
YUKON, CANADA
CANADA (FEDERAL LEVEL)

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box

None



Same as the jurisdictions in which the issuer intends to offer the securities



Selected States and Jurisdictions

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING
DISTRICT OF COLUMBIA
PUERTO RICO
ALBERTA, CANADA
BRITISH COLUMBIA, CANADA
MANITOBA, CANADA
NEW BRUNSWICK, CANADA
NEWFOUNDLAND, CANADA
NOVA SCOTIA, CANADA
ONTARIO, CANADA
PRINCE EDWARD ISLAND, CANADA
QUEBEC, CANADA
SASKATCHEWAN, CANADA
YUKON, CANADA
CANADA (FEDERAL LEVEL)

1-A: Item 6. Unregistered Securities Issued or Sold Within One Year

Unregistered Securities Issued or Sold Within One Year

None ☐

Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer	Verb Technology Company, Inc.
(b)(1) Title of securities issued	Series C Preferred Stock
(2) Total Amount of such securities issued	3000
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	\$3,000,000
(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).	

### Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer	Verb Technology Company, Inc.
(b)(1) Title of securities issued	Series B Preferred Stock
(2) Total Amount of such securities issued	1
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	\$5,000
(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).	

### Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer	Verb Technology Company, Inc.
(b)(1) Title of securities issued	Promissory Note
(2) Total Amount of such securities issued	1005000
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	N/A
(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).	

### Unregistered Securities Act



(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption

These securities were sold in reliance upon the exemption provided by Section 4(a)(2) of the Securities Act for transactions not involving a public offering.

## EXPLANATORY NOTE

Verb Technology Company, Inc., a Nevada corporation (the “Company”) has prepared this Amendment No. 1 to Form 1-A (“Amendment”) solely for the purpose of filing the Opinion and Consent of Sichenzia Ross Ference Carmel LLP as Exhibits 11.2 and 12.1. Accordingly, this Amendment consists only of this explanatory note, the signature page to the Form 1-A, the exhibit index, and the exhibits referenced therein. The preliminary offering circular filed February 14, 2024 is unchanged and therefore has been omitted.

### PART III. EXHIBITS.

#### EXHIBITS

Exhibit Number	Description	Form	File Number	Exhibit Number	Filing Date	Filed Herewith
2.1	<a href="#"><u>Articles of Incorporation as filed with the Secretary of State of the State of Nevada on November 27, 2012</u></a>	S-1	333-187782	3.1	04/08/2013	
2.2	<a href="#"><u>Amended and Restated Bylaws of Verb Technology Company, Inc.</u></a>	8-K	001-38834	3.12	11/01/2019	
2.3	<a href="#"><u>Certificate of Change as filed with the Secretary of State of the State of Nevada on October 6, 2014</u></a>	8-K	001-38834	3.3	10/22/2014	
2.4	<a href="#"><u>Articles of Merger as filed with the Secretary of State of the State of Nevada on October 6, 2014</u></a>	8-K	001-38834	3.4	10/22/2014	
2.5	<a href="#"><u>Articles of Merger as filed with the Secretary of State of the State of Nevada on April 4, 2017</u></a>	8-K	001-38834	3.5	04/24/2017	
2.6	<a href="#"><u>Certificate of Correction as filed with the Secretary of State of the State of Nevada on April 17, 2017</u></a>	8-K	001-38834	3.6	04/24/2017	
2.7	<a href="#"><u>Certificate of Change as filed with the Secretary of State of the State of Nevada on February 1, 2019</u></a>	10-K	001-38834	3.7	02/07/2019	
2.8	<a href="#"><u>Articles of Merger as filed with the Secretary of State of the State of Nevada on January 31, 2019</u></a>	10-K	001-38834	3.8	02/07/2019	
2.9	<a href="#"><u>Certificate of Correction as filed with the Secretary of State of the State of Nevada on February 22, 2019</u></a>	S-1/A	333-226840	3.9	03/14/2019	
2.10	<a href="#"><u>Articles of Merger of Sound Concepts, Inc. with and into NF Merger Sub, Inc. as filed with the Utah Division of Corporations and Commercial Code on April 12, 2019</u></a>	10-Q	001-38834	3.10	05/15/2019	
2.11	<a href="#"><u>Statement of Merger of Verb Direct, Inc. with and into NF Acquisition Company, LLC as filed with the Utah Division of Corporations and Commercial Code on April 12, 2019</u></a>	10-Q	001-38834	3.11	05/15/2019	
2.12	<a href="#"><u>Certificate of Withdrawal of Certificate of Designation of Series A Convertible Preferred Stock as filed with the Secretary of State of the State of Nevada on August 10, 2018</u></a>	S-1	333-226840	4.28	08/14/2018	
2.13	<a href="#"><u>Certificate of Designation of Rights, Preferences, and Restrictions of Series A Convertible Preferred Stock as filed with the Secretary of State of the State of Nevada on August 12, 2019</u></a>	10-Q	001-38334	3.12	08/14/2019	
2.14	<a href="#"><u>Certificate of Designation of Series B Preferred Stock, dated February 17, 2023</u></a>	8-K	001-38834	3.1	02/24/2023	
2.15	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation, dated April 17, 2023</u></a>	8-K	001-38834	3.1	04/18/2023	
2.16	<a href="#"><u>Certificate of Designation of Series C Preferred Stock, dated December 28, 2023</u></a>	8-K	001-38834	3.1	01/04/2024	
3.1	<a href="#"><u>Common Stock Purchase Warrant dated January 11, 2018 issued to EMA Financial, LLC</u></a>	8-K	001-38834	10.3	01/26/2018	
3.2	<a href="#"><u>Form of Investor Common Stock Purchase Warrant</u></a>	S-1/A	333-226840	4.34	04/02/2019	
3.3	<a href="#"><u>Form of Underwriter’s Common Stock Purchase Warrant</u></a>	S-1/A	333-226840	4.35	04/02/2019	
3.4	<a href="#"><u>Form of Common Stock Purchase Warrant in favor of A.G.P./Alliance Global Partners</u></a>	S-1/A	333-226840	4.36	04/02/2019	
3.5	<a href="#"><u>Form of Common Stock Purchase Warrant</u></a>	10-Q	001-38834	4.37	08/14/2019	
3.7	<a href="#"><u>Form of Common Stock Purchase Warrant (granted by the Company in February 2020 and March 2020)</u></a>	8-K	001-38834	4.38	02/25/2020	
3.8	<a href="#"><u>Common Stock Purchase Warrant dated August 5, 2020 in favor of Iroquois Capital Investment Group LLC</u></a>	S-3	333-243438	4.18	08/10/2020	

3.9	<a href="#">Common Stock Purchase Warrant dated August 5, 2020 in favor of Iroquois Master Fund Ltd.</a>	S-3	333-243438	4.19	08/10/2020
3.10	<a href="#">Common Stock Purchase Warrant dated August 6, 2020 in favor of Kingsbrook Opportunities Master Fund LP</a>	S-3	333-243438	4.20	08/10/2020
3.11	<a href="#">Common Stock Purchase Warrant dated July 10, 2019 in favor of Meridian Newcastle Group, Inc.</a>	S-3	333-243438	4.21	08/10/2020
3.12	<a href="#">Common Stock Purchase Warrant dated July 10, 2019 in favor of Meridian Newcastle Group, Inc.</a>	S-3	333-243438	4.22	08/10/2020
3.13	<a href="#">Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</a>	10-K/A	001-38834	4.17	06/04/2020
3.14	<a href="#">Form of Common Stock Purchase Warrant</a>	8-K	001-38834	4.1	4/22/2022
4.1	<a href="#">Form of Subscription Agreement</a>	1-A	024-12400	4.1	2/14/2024
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6.1#	<a href="#">2014 Stock Option Plan</a>	8-K	001-38834	10.1	10/22/2014
6.2	<a href="#">Verb Technology Company, Inc. 2019 Omnibus Incentive Plan</a>	S-8	333-235684	4.13	12/23/2019
6.3	<a href="#">Executive Employment Agreement dated December 20, 2019 by and between the Company and Rory J. Cutaia</a>	10-K	001-38834	10.2	05/14/2020
6.4	<a href="#">Agreement and Plan of Merger, dated November 8, 2018, by and among the Company, Sound Concepts, Inc., NF Merger Sub, Inc., NF Acquisition Company, LLC, the shareholders of Sound Concepts, Inc., and the shareholders' representative</a>	8-K	001-38834	10.1	11/14/2018
6.5	<a href="#">Letter Agreement dated November 8, 2018, by and among the Company, Sound Concepts, Inc., NF Merger Sub, Inc., NF Acquisition Company, LLC, the shareholders of Sound Concepts, Inc., and the shareholders' representative</a>	8-K	001-38834	10.2	11/14/2018
6.6	<a href="#">Letter Agreement dated November 12, 2018, by and among the Company, Sound Concepts, Inc., NF Merger Sub, Inc., NF Acquisition Company, LLC, the shareholders of Sound Concepts, Inc., and the shareholders' representative</a>	8-K	001-38834	10.3	11/14/2018
6.7	<a href="#">Partner Application Distribution Agreement dated February 4, 2019, by and between the Company and Salesforce.com, Inc.</a>	10-K	001-38834	10.43	02/07/2019
6.8	<a href="#">Lease Agreement dated February 5, 2019 by and between the Company and NPBeach Marina LLC</a>	S-1/A	333-226840	10.45	02/19/2019
6.9	<a href="#">Warrant Agent Agreement dated April 4, 2019 by and between the Company and VStock Transfer, LLC</a>	8-K	001-38834	10.1	04/05/2019
6.10	<a href="#">First Amendment to Lease dated June 2, 2019 by and between the Company and NPBeach Marina LLC</a>	10-Q	001-38834	10.54	08/14/2019
6.11	<a href="#">Extension Letter from the Company to NPBeach Marina LLC dated March 26, 2019</a>	10-Q	001-38834	10.55	08/14/2019
6.12	<a href="#">Securities Purchase Agreement dated August 14, 2019 between the Company and certain purchasers identified therein</a>	10-Q	001-38834	10.56	08/14/2019
6.13	<a href="#">Form of Omnibus Waiver and Acknowledgment Agreement, entered into as of February 7, 2020, by and between the Company and certain purchasers of the Company's Series A convertible Preferred Stock and grantees of the Company's common stock purchase warrants in August 2019</a>	8-K	001-38834	10.58	02/25/2020
<hr/>					
6.14	<a href="#">Form of alternative Omnibus Waiver And Acknowledgement Agreement, entered into as of February 7, 2020, by and between the Company and certain purchasers of the Company's Series A convertible Preferred Stock and grantees of the Company's common stock purchase warrants in August 2019</a>	8-K	001-38834	10.58a	02/25/2020
6.15	<a href="#">Form of Indemnity Agreement between the Company and each of its Executive Officers and Directors</a>	10-K/A	001-38834	10.43	06/04/2020
6.16	<a href="#">Membership Interest Purchase Agreement, dated September 4, 2020, by and among Verb Acquisition Co., LLC, Ascend Certification, LLC, the sellers party thereto and Steve Deverall, as the seller representative</a>	8-K	001-38834	10.1	09/10/2020
6.17	<a href="#">Amended and Restated Operating Agreement of Verb Acquisition Co., LLC, dated September 4, 2020, by and among Verb Acquisition Co., LLC and the members party thereto</a>	8-K	001-38834	10.6	09/10/2020
6.18	<a href="#">At-the-Market Issuance Sales Agreement, dated November 16, 2021, between the Company and Truist Securities, Inc.</a>	8-K	001-38834	1.1	11/16/2021

6.19	<a href="#">Common Stock Purchase Agreement, dated January 12, 2022, between the Company and Tumim Stone Capital LLC</a>	8-K	001-38834	10.1	1/13/2022
6.20	<a href="#">Securities Purchase Agreement, dated January 12, 2022, amongst the Company and certain institutional investors identified therein</a>	8-K	001-38834	10.2	1/13/2022
6.21	<a href="#">Form of Securities Purchase Agreement</a>	8-K	001-38834	10.1	4/22/2022
6.22	<a href="#">Form of Securities Purchase Agreement</a>	8-K	001-38834	10.1	10/28/2022
6.23	<a href="#">Note Purchase Agreement, dated November 7, 2022, between Verb Technology Company, Inc. and Streeterville Capital, LLC</a>	10-Q	001-38834	10.1	11/14/22
6.24	<a href="#">Promissory Note, dated November 7, 2022, issued by Verb Technology Company, Inc.</a>	10-Q	001-38834	10.2	11/14/22
6.25	<a href="#">Underwriting Agreement, dated January 24, 2023, by and between the Company and Aegis Capital Corp</a>	8-K	001-38834	1.1	01/26/2023

6.26	<a href="#">Subscription and Investment Representation Agreement, dated February 17, 2023, by and between the Company and purchaser signatory thereto</a>	8-K	001-38834	10.1	02/24/2023
6.27	<a href="#">2019 Stock Incentive Plan (amended September 2, 2020 and ratified by Stockholders October 16, 2020)</a>	DEF 14A	001-38834		09/11/2020
6.28	<a href="#">Amendment to 2019 Stock Incentive Compensation Plan</a>	DEF 14A	001-38834		2/28/2023
6.29	<a href="#">Note Purchase Agreement dated October 11, 2023, between the Company and Streeterville Capital, LLC</a>	8-K	001-38834	10.1	10/17/2023
6.30	<a href="#">Promissory Note dated October 11, 2023, issued by the Company</a>	8-K	001-38834	10.2	10/17/2023
6.31	<a href="#">ATM Sales Agreement between the Company and Ascendant Capital Markets, LLC, dated December 15, 2023</a>	8-K	001-38834	1.1	12/15/2023
6.32	<a href="#">Securities Purchase Agreement, dated December 29, 2023, by and between the Company and Streeterville Capital, LLC</a>	8-K	001-38834	10.1	01/04/2024
7.1	<a href="#">Asset Purchase Agreement dated June 13, 2023, between the Company and SW Direct Sales, LLC</a>	8-K	001-38834	10.1	06/20/2023
9.1	<a href="#">Letter of Weinberg &amp; Company, P.A. dated April 21, 2023</a>	8-K	001-38834	16.1	04/21/2023
11.1	<a href="#">Consent of Weinberg &amp; Company, PA</a>	1-A	024-12400	11.1	2/14/2024
11.2	<a href="#">Consent of Sichenzia Ross Ference Carmel LLP (included in Exhibit 12.1)</a>				X
12.1	<a href="#">Opinion of Sichenzia Ross Ference Carmel LLP</a>				X

(#) A contract, compensatory plan or arrangement to which a director or executive officer is a party or in which one or more directors or executive officers are eligible to participate.

## SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment and has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on February 23, 2024.

### VERB TECHNOLOGY COMPANY, INC.

By: /s/ Rory J. Cutaia  
Rory J. Cutaia  
Chief Executive Officer  
(Principal Executive Officer)

This Offering Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Rory J. Cutaia</u>	Chairman of the Board,	February 23, 2024

<u>Rory J. Cutaia</u>	Chief Executive Officer, President and Secretary <i>(Principal Executive Officer)</i>	
<u>/s/ Bill J. Rivard</u> Bill J. Rivard	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 23, 2024
<u>/s/ James P. Geiskopf</u> James P. Geiskopf	Lead Director	February 23, 2024
<u>/s/ Kenneth S. Cragun</u> Kenneth S. Cragun	Director	February 23, 2024
<u>/s/ Edmund C. Moy</u> Edmund C. Moy	Director	February 23, 2024
<hr/>		



February 23, 2024

Verb Technology Company, Inc.  
2700 S. Las Vegas Blvd., Suite 2301  
Las Vegas, Nevada 89109

Re: Offering Statement on Form 1-A

Ladies and Gentlemen:

We have acted as counsel to Verb Technology Company, Inc., a Nevada corporation (the “Company”), in connection with the preparation and filing of an offering statement on Form 1-A (the “Offering Statement”). The Offering Statement covers the contemplated sale of up to 27,397,260 shares of the Company’s common stock (the “Shares”).

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

1. Articles of Incorporation of the Company, as amended;
2. Bylaws of the Company, as amended;
3. The Offering Statement; and
4. Written consent of the Board of Directors of the Company approving the offering of the Shares under the Offering Statement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed (i) that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and (ii) the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents, and the validity and binding effect thereof on such parties.

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In rendering our opinion, we have relied on the applicable laws of the State of Nevada, as those laws presently exist and as they have been applied and interpreted by courts having jurisdiction within the State of Nevada. We express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares being sold pursuant to the Offering Statement are duly authorized and will be, when issued in the manner described in the Offering Statement, legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Offering Statement. We also hereby consent to the reference to our firm under the caption “Legal Matters” in the offering circular. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Sichenzia Ross FERENCE Carmel LLP

Sichenzia Ross FERENCE Carmel LLP

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