

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Verb Technology Company, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

92337U302

(CUSIP Number)

Rory J. Cutaia
3024 Sierra Juniper Court,
Las Vegas, NV, 89138
(855) 250-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

07/31/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 92337U302

1	Name of reporting person Rory J. Cutaia
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 889,065.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 889,065.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 889,065.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 28.5 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

The number of securities in Rows 7, 9 and 11 represents beneficial ownership of (i) 400,000 restricted stock units, of which all 400,000 have vested, (ii) 160,000 restricted stock units, of which all 160,000 have vested, (iii) 80,000 restricted stock units, of which all 80,000 have vested, (iv) 60,000 restricted stock units, of which all 60,000 have vested, (v) 60,000 restricted stock units, of which all 60,000 have vested, (vi) 907 shares of common stock, (vii) 126,855 restricted stock units, of which all 126,855 have vested and (viii) 1,303 shares of common stock underlying stock options exercisable within 60 days.

This percentage is calculated based upon 3,113,616 shares of common stock issued and outstanding as of August 5, 2025 and 1,303 shares of common stock issuable upon exercise of the options that are exercisable within 60 days.

SCHEDULE 13D

Item 1. Security and Issuer

- (a) **Title of Class of Securities:**
Common Stock, par value \$0.0001
- (b) **Name of Issuer:**
Verb Technology Company, Inc.
- (c) **Address of Issuer's Principal Executive Offices:**
3024 Sierra Juniper Court, Las Vegas, NEVADA , 89138.

Item 2. Identity and Background

- (a) Rory J. Cutaia
- (b) 3024 Sierra Juniper Court, Las Vegas, NV 89138
- (c) Chairman of the Board, President, Chief Executive Officer, Secretary, Treasurer and Director of the Issuer.
- (d) No
- (e) No

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of Schedule 13D is hereby amended and restated as follows:

On October 4, 2019, November 6, 2019, and December 5, 2019, the board of directors of the Issuer granted Restricted Stock Awards to the Reporting Person equal to 1 share of common stock.

In connection with the Issuer's up-listing to The Nasdaq Capital Market, its underwritten public offering, and its acquisition of Verb Direct, LLC, the Reporting Person, as the Company's Chief Executive Officer, earned a restricted stock award ("RSA") equal to \$226,740, which was payable in 25 shares of the Company's common stock based on the volume weighted average price ("VWAP") of the common stock for the 30-trading day period prior to December 23, 2019. The RSA shares were subject to a three-year vesting period, with one-fourth of the award vesting on the grant date and on each of the first, second, and third anniversaries thereafter.

On December 23, 2019, the board of directors of the Issuer granted a restricted stock award to the Reporting Person equal to 45 shares of common stock representing the stock component of the Reporting Person's annual compensation. The restricted stock award was subject to a four-year vesting period, with one quarter vesting on the first, second, third and fourth anniversaries of the date of grant.

On April 16, 2020, the Issuer granted 4 shares of common stock to the Reporting Person pursuant to the Issuer's COVID-19 Full Employment and Cash Preservation Plan approved by Issuer's Board of Directors that provided for, among other things, the reduction in the cash compensation of directors, officers and staff of issuer, including Reporting Person, for a period not to exceed three months.

On July 29, 2020, the board of directors of the Issuer granted a stock award to the Reporting Person equal to 21 shares of common stock representing the stock component of the Reporting Person's bonus.

On July 29, 2020, the board of directors of the Issuer granted a restricted stock award to the Reporting Person equal to 59 shares of common stock representing the stock component of the Reporting Person's annual compensation. The restricted stock award was subject to a four-year vesting period, with one quarter vesting on the first, second, third and fourth anniversaries of the date of grant. Subsequent to July 29, 2020, 14 shares of these stock awards were cancelled.

On January 4, 2021, the board of directors of the Issuer granted a restricted stock award to the Reporting Person equal to 40 shares of common stock representing the stock component of the Reporting Person's annual compensation. The restricted stock award was subject to a four-year vesting period, with one quarter vesting on the first, second, third and fourth anniversaries of the date of grant.

On January 10, 2021, the Reporting Person exercised stock options to acquire 41 shares of the common stock of the Issuer for a total exercise price of \$9,040.00 per share. 23 of these stock options were awarded to the Reporting Person in 2019 as an annual incentive award for the 2019 calendar year and 18 of these stock options were awarded to the Reporting Person in 2019 in connection with the Issuer's 2019 uplisting to The NASDAQ Capital Market.

On May 19, 2021, the Board of Directors approved the Reporting Person's request to convert \$200,000 of notes payable to shares of the Issuer's common stock, thereby reducing the amount of debt on the Issuer's balance sheet. As a result of this conversion, 24 shares were issued to Reporting Person.

On October 29, 2021, the Reporting Person exercised stock options to acquire 3 shares of common stock of the Issuer for a total exercise price of \$13,200.00 per share. The Reporting Person used personal funds to purchase the common stock.

On January 10, 2022, the Reporting Person exercised stock options to acquire 42 shares of common stock of the Issuer for a total exercise price of \$9,040.00 per share. 24 of these stock options were awarded to the Reporting Person in 2019 as an annual incentive award for the 2019 calendar year, and 18 of these stock options were awarded to the Reporting Person in 2019 in connection with the Issuer's 2019 uplisting to The Nasdaq Capital Market.

On January 20, 2022, the board of directors of the Issuer granted a restricted stock award to the Reporting Person equal to 51 shares of common stock representing the stock component of the Reporting Person's annual compensation. The restricted stock award is subject to a four year vesting period, with one quarter vesting on the first, second, third, and fourth anniversaries of the grant date.

On May 19, 2022, the Board of Directors approved the Reporting Person's request to convert \$100,000 of accrued compensation in order to purchase shares of the Issuer's common stock, thereby reducing the amount of debt on the Issuer's balance sheet. Using the closing price of the Issuer's common stock on May 19, 2022, which was \$4,224.00 per share, 24 shares were purchased by Reporting Person as a result of this conversion.

On November 17, 2022, the board of directors of the Issuer granted the Reporting Person stock options to purchase 30 shares of common stock. The stock options fully vested upon grant.

On November 17, 2022, the Reporting Person received 47 restricted stock units. The restricted stock unit awards were granted as consideration for the Reporting Person's agreement to accept a 25% reduction in cash compensation for a period of four months. The restricted stock unit awards were granted pursuant to the 2019 Plan and vest in equal installments on the last day of each month over the four-month period, commencing on December 31, 2022.

On June 21, 2023, 138 shares of common stock were issued to the Reporting Person in consideration of the deferment of a portion of the Reporting Person's cash salary in connection with the Issuer's cash preservation and cost reduction program.

On June 21, 2023, the compensation committee of the Issuer's board of directors adopted the annual recommendation of an independent compensation consulting firm retained to determine compensation for the Issuer's executives and board members, granting a stock option to the Reporting Person equal to 2,546 shares of common stock that are subject to a four year vesting period, with one quarter vesting on the first, second, third, and fourth anniversaries of the date of grant.

On November 7, 2024, the compensation committee of the Issuer's board of directors adopted the annual recommendation of an independent compensation consulting firm retained to determine compensation for the Issuer's executives and board members, granting 50,968 restricted stock units to the Reporting Person that will vest annually in equal parts on the first, second, third and fourth anniversaries of the grant.

On January 7, 2025, the compensation committee of the Issuer's board of directors adopted the annual recommendation of an independent compensation consulting firm retained to determine compensation for the Issuer's executives and board members, granting 75,873 restricted stock units to the Reporting Person as compensation for the fiscal year ending December 31, 2025, that will vest

est annually in equal parts on the first, second, third and fourth anniversaries of the grant.

On March 10, 2025, the Reporting Person received 60,000 restricted stock units pursuant to that certain Corporate Action, Change of Control, and Extraordinary Performance Agreement dated October 31, 2024. The RSUs vested on the grant date.

On April 10, 2025, the Reporting Person received 60,000 restricted stock units pursuant to that certain Corporate Action, Change of Control, and Extraordinary Performance Agreement dated October 31, 2024. The RSUs vested on the grant date.

On July 7, 2025, the Reporting Person received 80,000 restricted stock units pursuant to that certain Corporate Action, Change of Control, and Extraordinary Performance Agreement dated October 31, 2024. The RSUs vested on the grant date.

On July 31, 2025, the Reporting Person was granted 160,000 restricted stock units that were issued on August 1, 2025, pursuant to that certain Corporate Action, Change of Control, and Extraordinary Performance Agreement dated October 31, 2024. The RSUs vested on the grant date.

On August 2, 2025, the Reporting Person was granted 126,855 restricted stock units that were issued on August 4, 2025, pursuant to existing RSU agreements.

On August 2, 2025, the Reporting Person was granted 250,000 restricted stock units that were issued on August 4, 2025, in consideration of an expansion and extension of the existing non-compete provision in his employment agreement and on August 2, 2025, the Reporting Person was granted 150,000 restricted stock units that were issued on August 4, 2025, in consideration of a modification to the constructive discharge provision of his employment agreement. The RSUs vested on the grant date.

Other than as disclosed above, all other shares of common stock and options held directly by the Reporting Person have been granted to the Reporting Person in connection with his services to the Issuer as the Issuer's Chief Executive Officer.

Item 4. Purpose of Transaction

As of the date hereof, the Reporting Person does not have a plan or proposal that relates to or would result in any of the transactions enumerated in sub items (a) through (j) of the instructions to Item 4 of this Schedule 13D. Notwithstanding the foregoing, the Reporting Person reserves the right to effect any such actions as any of them may deem necessary or appropriate in the future.

Item 5. Interest in Securities of the Issuer

- (a) The Reporting Person currently beneficially owns 889,065 shares of common stock (including (i) 400,000 restricted stock units, of which all 400,000 have vested, (ii) 160,000 restricted stock units, of which all 160,000 have vested, (iii) 80,000 restricted stock units, of which all 80,000 have vested, (iv) 60,000 restricted stock units, of which all 60,000 have vested, (v) 60,000 restricted stock units, of which all 60,000 have vested, (vi) 907 shares of common stock, (vii) 126,855 restricted stock units, of which 126,855 have vested, and (viii) 1,303 shares of common stock underlying stock options exercisable within 60 days, which represents 28.5% of the outstanding shares of common stock of the Issuer. Such percentage is calculated based on 3,113,616 shares of common stock outstanding as of August 5, 2025 and 1,303 shares of common stock issuable upon exercise of the options exercisable within 60 days.
- (b) The Reporting Person currently beneficially owns 889,065 shares of common stock (including (i) 400,000 restricted stock units, of which all 400,000 have vested, (ii) 160,000 restricted stock units, of which all 160,000 have vested, (iii) 80,000 restricted stock units, of which all 80,000 have vested, (iv) 60,000 restricted stock units, of which all 60,000 have vested, (v) 60,000 restricted stock units, of which all 60,000 have vested, (vi) 907 shares of common stock, (vii) 126,855 restricted stock units, of which 126,855 have vested, and (viii) 1,303 shares of common stock underlying stock options exercisable within 60 days, which represents 28.5% of the outstanding shares of common stock of the Issuer. Such percentage is calculated based on 3,113,616 shares of common stock outstanding as of August 5, 2025 and 1,303 shares of common stock issuable upon exercise of the options exercisable within 60 days.
- (c) There have been no transactions in the class of securities reported on that were effected within the past 60 days.
- (d) The Reporting Person does not know of any other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities described herein.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On October 31, 2024, the Issuer entered into a Corporate Action, Change of Control, and Extraordinary Performance Agreement (the "Agreement") with Rory J. Cutaia, Founder, Chairman and CEO of the Company, (the "Awardee") pursuant to which the Company will issue fully vested restricted stock units ("RSU") subject to certain triggering events (the "Triggering Events"), as described in the Agreement. Each RSU represents the right to be issued one share of common stock (the shares upon vesting, are subject to the restrictions as set forth in the Agreement, under the Company's 2019 Omnibus Incentive Plan, or the RSU award agreement).

The Triggering Events also include partial issuances of RSU's to the Awardee through the achievement of extraordinary performance-based quarterly revenue milestones as determined by the Board (the "Revenue Milestones"), and as measured on specific dates, each a "Measurement Date" defined as December 31, 2024, March 31, 2025, June 30, 2025, September 30, 2025, and December 31, 2025, and the Awardee providing continuous services through the achievement of such milestones. Pursuant to the Agreement, each Awardee may be entitled to receive between 40,000 and 80,000 RSU's upon achieving the Revenue Milestones. The achievement of each of the applicable quarterly Revenue Milestones on each Measurement Date will be reasonably determined by the Company's Board of Directors.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Rory J. Cutaia

Signature: /s/ Rory J. Cutaia

Name/Title: Rory J. Cutaia

Date: 08/05/2025