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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 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.

1. Name and Address of Reporting Person * <u>Rivard Bill John</u> _____ (Last) (First) (Middle) <u>C/O VERB TECHNOLOGY COMPANY, INC.</u> <u>3024 SIERRA JUNIPER COURT</u> _____ (Street) <u>LAS VEGAS NV 89138</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verb Technology Company, Inc. [ VERB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Interim CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/07/2025		A		34,143 <sup>(1)</sup>	A	\$0	57,832 <sup>(2)</sup>	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					

**Explanation of Responses:**

- 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 34,143 restricted stock units to the Reporting Person as compensation for the fiscal year ending December 31, 2025, that will vest annually in equal parts on the first, second, third and fourth anniversaries of the grant. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock provided that the Reporting Person remains in continuous service on each vesting date. The restricted stock units may be settled only by delivering shares of the Issuer's common stock, and thus, the grant is being reported in Table I instead of Table II, as allowed per SEC guidance and to avoid having to file a Form 4 each time there is a vesting of the restricted stock units.
- The total reported in Column 5 includes the (i) 34,143 newly awarded restricted stock units, (ii) 22,936 restricted stock units, of which 0 have vested, and (iii) 753 restricted stock units, of which 239 have vested and issued to the Reporting Person.

/s/ Bill J. Rivard

01/08/2025

\*\* 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.