SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

☐ 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 *
Geiskopf James P

(Last) (First) (Middle)
C/O VERB TECHNOLOGY COMPANY, INC.
3024 SIERRA JUNIPER COURT

(Street)
LAS VEGAS NV 89138

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Verb Technology Company, Inc. [VERB]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2025

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director X 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	07/31/2025		A		160,000[(1)]	A	$0	400,758[(2)]	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				

Explanation of Responses:

1. The restricted stock units (the "RSUs") granted to the Reporting Person on July 31, 2025 (the "grant date") as referenced herein, are issued pursuant to that October 31, 2024 Corporate Action, Change of Control, and Extraordinary Performance Agreement (the "Extraordinary Performance Agreement") instituted and adopted by the board of directors of the Issuer (the "Board"), pursuant to which the Board determined to grant RSUs to the Reporting Person upon the achievement of certain quarterly revenue-based performance metrics. The RSUs vested on the grant date. The Company's independent board members determined that issuance of the balance of the RSUs contemplated under the Extraordinary Performance Agreement was warranted given the meaningful growth of revenue attributed to the measures and strategies employed and executed by the recipients, well beyond what was reasonably contemplated at the time the Extraordinary Performance Agreement was adopted.

2. The total reported in Column 5 includes the (i) 160,000 newly awarded restricted stock units, of which all 160,000 have vested, (ii) 80,000 restricted stock units, of which all 80,000 have vested (iii) 60,000 restricted stock units, of which all 60,000 have vested, (iv) 60,000 restricted stock units, of which all 60,000 have vested, (v) 24,279 restricted stock units, of which 0 have vested, (vi) 16,310 restricted stock units, of which 0 have vested, and (vii) 169 shares of common stock.

/s/ James P. Geiskopf 08/04/2025
** 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.