

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 18, 2018

FOCUS UNIVERSAL INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-55247
(Commission
File Number)

46-3355876
(I.R.S. Employer
Identification No.)

20511 East Walnut Drive North
Walnut, CA
(Address of Principal Executive Offices)

91789
(Zip Code)

Registrant's Telephone Number, Including Area Code: (626) 272-3883

Registrant's Fax Number, Including Area Code: (917) 791-8877

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))

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 [X]

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 3.02 Unregistered Sales of Equity Securities

Pricing of Private Placement of Common Stock

On June 19, 2018, Focus Universal Inc. ("Focus Universal") (OTC: FCUV) announced the pricing of the sale of a total of 4,600,000 shares of Focus Universal's common stock (the "Shares") in a private placement to certain eligible investors for an aggregate purchase price of \$8 million, or \$1.75 per Share (the "Private Placement").

The Shares are being offered and sold in this private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"). The Shares have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This current report does not constitute an offer to sell, or a solicitation of an offer to purchase, the Shares in any jurisdiction in which such offer or solicitation would be unlawful.

On June 19, 2018, Focus Universal issued a press release announcing the pricing of the Private Placement of the Shares. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

A press release issued on June 19, 2018 announcing the pricing of the private capital raise. A copy of that press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Number	Title
99.1	Press Release of Focus Universal Inc. dated June 19, 2018 announcing the pricing of the Private Placement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOCUS UNIVERSAL, INC.

Date: June 19, 2018

By: /s/ Desheng Wang
Name: Desheng Wang
Title: Chief Executive Officer

WALNUT, Calif., June 8, 2018 /PRNewswire/ -- Focus Universal Inc. (FCUV), a Universal Smart Instrumentation Platform (USIP) developer and manufacturer, announced that it has closed a private placement.

Focus Universal Inc. Announces Pricing of \$8 Million Private Placement of Common Stock

Focus Universal, Inc. (OTC: FCUV) ("Focus Universal" or the "Company"), a Universal Smart Instrumentation Platform announced today that it has entered into a definitive securities purchase agreement with certain eligible purchasers for the purchase of a total of 4,600,000 shares of its common stock (the "Shares") for an aggregate purchase price of \$8.0 million, or \$1.75 per share. The company intends to use the net proceeds of this offering for strategic acquisitions and business development.

"We plan to use the proceeds from this capital raise to build out the business infrastructure of Focus Universal, as well as, identify unique acquisition opportunities to expedite the growth of the Company," said Focus Universal CEO, Desheng Wang.

The Shares are being offered and sold in this private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"). The Shares have not been registered under the Securities Act, or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This press release does not constitute an offer to sell, or a solicitation of an offer to purchase, the Shares in any jurisdiction in which such offer or solicitation would be unlawful.

About Focus Universal

Focus Universal Inc. (OTCQB: FCUV), based in Walnut, California is a universal smart instrumentation platform developer and universal smart device manufacturer in the IOT market. The Universal Smart Instrumentation Platform (USIP) generalizes instruments into a reusable foundation representing a majority of the instruments, and architecture-specific components (sensor modules), which together replace the functions of traditional instruments at a fraction of their cost. The USIP has an open architecture incorporating a variety of instrument functions, sensors and probes from different industries and vendors. The platform features the ability to connect thousands of sensors or probes communicating with the same device, providing interoperability and reusability that distinguishes the Company from competitors.

For more information, please visit www.focusuniversal.com.

Forward-Looking Statements

The statements in this press release that are not historical facts may constitute forward-looking statements that are based on current expectations and are subject to risks and uncertainties that could cause actual future results to differ materially from those expressed or implied by such statements. Those risks and uncertainties include, but are not limited to, risks related to securing sufficient funding for the launch of the Universal Smart Device and related inventions or innovations as well as the continuation and results of the Universal Smart Device to meet market expectations, goals, or performance. These and other risks and uncertainties are identified and described in more detail in Focus Universal's filings with the Securities and Exchange Commission (SEC). These filings are available on the SEC's website at www.sec.gov. Focus Universal undertakes no obligation to publicly update or revise any forward-looking statements.

Company Contact

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