

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): July 16, 2018

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

Nevada

000-55247

46-3355876

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**20511 East Walnut Drive North
Walnut, CA**

91789

(Address of Principal Executive Offices)

(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

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 1.01 Entry into a Material Definitive Agreement.

The information set forth in Item 3.02 of this Current Report on Form 8-K is incorporated into this Item 1.01 by reference.

Item 3.02 Unregistered Sales of Equity Securities

Closing of Private Placement

On July 16, 2018, Focus Universal Inc. (“Focus Universal”) (OTC: FCUV) completed the sale of a total of 6,069,613 shares of Focus Universal’s common stock (the “Shares”) in a private placement to certain eligible investors for an aggregate purchase price of \$10,621,823 or \$1.75 per Share (the “Private Placement”).

In connection with the Private Placement started on June 19, 2018, Focus Universal entered into subscription agreements with each investor.

On July 17, 2018, Focus Universal issued a press release announcing the closing 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.

The Shares were offered and sold in a private placement to certain eligible investors 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 under or an applicable exemption from such registration requirements. This Current Report on Form 8-K 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.

Item 7.01 Regulation FD Disclosure

A press release issued on July 17, 2018 announcing the closing 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 July 17, 2018 announcing the closing 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: July 17, 2018

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

Focus Universal Closes \$10 Million Funding

WALNUT, CA, July 17, 2018 /PRNewswire/ -- Focus Universal, Inc. (OTC: FCUV) ("Focus Universal" or the "Company"), a developer of IOT technologies including its Universal Smart Instrumentation Platform ("USIP"), announced today that it has closed on the sale of 6,069,613 shares of its common stock (the "Shares") for an aggregate purchase price of \$10,621,823 or \$1.75 per share. The company intends to use the net proceeds of this offering for business development, strategic acquisitions and general corporate purposes.

"We are happy to announce the closing of this private placement" said Focus Universal CEO, Dr. Desheng Wang. "We plan to use the funds to expand the business around our patented IOT technology. We also plan to file an application to list our common stock on the NASDAQ later this year."

The Shares were offered and sold 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) is a Universal Smart Instrumentation Platform ("USIP") developer and Universal Smart Device ("USD") manufacturer for the IOT market. The Company's USIP generalizes instruments into a reusable foundation and architecture-specific components (sensor modules), which together replace the functions of traditional instruments at a fraction of the cost. The USIP has an open architecture and features the ability to connect thousands of sensors and probes from different industries and vendors communicating with the same device. This interoperability and reusability gives Focus Universal a major edge over competitors.

For more information, 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, Universal Smart Instrumentation Platform and related inventions or innovations as well as the continuation and results of the Companies inventions and innovations 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.

Contact Information

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