

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 2 to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FOCUS UNIVERSAL INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

46-3355876

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

2311 East Locust Court  
Ontario, CA 91761  
(626) 272-3883

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Nevada Business Center, LLC  
701 S. Carson St. Suite 200  
Carson City, NV 89701  
(775) 887-8853

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Gilbert J. Bradshaw, Esq.  
William L. Horn, Esq.  
Wilson Bradshaw LLP  
18818 Teller Avenue, Suite 115  
Irvine, CA 92612  
Tel: (917) 830-6517

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer:

Accelerated filer:

Non-accelerated filer:

Smaller reporting company:

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Focus Universal Inc. is filing this Pre-Effective Amendment No. 2 (the "Amendment") to its Registration Statement on Form S-3 (Registration Statement No. 333-260180) (the "Registration Statement") for the sole purpose of reporting that reflect that we are no longer an Emerging Growth Company as defined in Rule 405 of the Securities Act of 1933, as amended. Accordingly, this Amendment does not modify any provision of the Registration Statement and accordingly, this Amendment only consists of the facing page, this explanatory note and the signature page. The remainder of the Registration Statement is unchanged and therefore has not been included in this Amendment.

**Item 16. Exhibits.**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
1.1	Form of Underwriting Agreement.*
3.1	<a href="#">Articles of Incorporation</a> , as filed with the SEC on December 26, 2013.
3.2	<a href="#">Amended and Restated Bylaws</a> , as filed with the SEC on October 22, 2019.
4.1	Form of Common Stock Certificate.*
4.2	<a href="#">Form of Indenture</a> , as filed with the SEC on October 15, 2021.
4.3	Form of Debt Security.*
4.4	Form of Warrant.*
4.5	Form of Warrant Agreement.*
4.7	Form of Unit Agreement.*
5.1	<a href="#">Opinion of Wilson Bradshaw LLP</a> , as filed with the SEC on October 8, 2021.
23.1	<a href="#">Consent of BF Borgers CPA PC</a> **
23.2	<a href="#">Consent of Wilson Bradshaw LLP</a> (included in Exhibit 5.1).
24.1	<a href="#">Power of Attorney</a> (set forth on the signature page to this registration statement).
25.1	Form T-1 Statement of Eligibility of Trustee under the Indenture.***

\* To be filed by amendment or incorporated by reference in connection with the offering of a particular class or series of securities.

\*\* Filed herewith.

\*\*\* To be filed, if applicable, pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939.

**SIGNATURES**

S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ontario, State of California, on November 12, 2021.

**FOCUS UNIVERSAL INC.**

By: /s/ Duncan Lee  
Duncan Lee  
Chief Financial Officer and Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Desheng Wang</u> Desheng Wang	Chief Executive Officer, Secretary, Director (Principal Executive Officer)	November 12, 2021
<u>/s/ Duncan Lee</u> Duncan Lee	Chief Financial Officer (Principal Accounting and Financial Officer)	November 12, 2021
<u>*</u> Edward Lee	Director and Chairman	November 12, 2021
<u>*</u> Jennifer Gu	Director	November 12, 2021
<u>*</u> Michael Pope	Director	November 12, 2021
<u>*</u> Sheri Lofgren	Director	November 12, 2021
<u>*</u> Greg Butterfield	Director	November 12, 2021
<u>*</u> Carine Clark	Director	November 12, 2021

\* The undersigned hereby signs this Amendment No. 2 to the Registration Statement on Form S-3 on behalf of each of the indicated persons for whom he is attorney-in-fact on November 12, 2021 pursuant to a power of attorney filed with the Registration Statement on Form S-3 (File No. 333-260180) filed with the SEC on October 8, 2021.

By: /s/ Duncan Lee  
Duncan Lee  
Attorney-in-Fact

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors of

Focus Universal, Inc.

We consent to the incorporation by reference in this Amendment No. 2 to the Registration Statement of Focus Universal, Inc. (“the Company”) on Form S-3 of our report dated April 20, 2021 with respect to our audits of the consolidated balance sheets as of December 31, 2020 and 2019, and consolidated statements of operations, stockholders’ equity and cash flows for the years then ended appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2020.

We also consent to the reference to us under the caption “Experts” in the Registration Statement.

**/s/ BF Borgers CPA PC**

Certified Public Accountants  
Lakewood, Colorado  
November 12, 2021