

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): August 18, 2022

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.)
2311 East Locust Street Ontario, California (Address of Principal Executive Offices)		91761 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	FCUV	The Nasdaq Stock Market LLC (Nasdaq Global Market)

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

As of August 18, 2022, each person or entity known by Focus Universal Inc. (the “Company”) to beneficially own more than five percent (5%) of any class of the Company’s outstanding shares (the “5% or Greater Stockholders”) has entered into a lock-up agreement with the Company (the “Lock-Up Agreement”) pursuant to which, among other things, the 5% or Greater Stockholders agree not to directly or indirectly, without the prior written consent of the Company, offer, sell, agree to offer or sell, solicit offers to purchase, grant any call option or purchase any put option with respect to, pledge, encumber, assign, borrow or otherwise dispose of or transfer any shares of the Company’s common stock (including, without limitation, shares of common stock that may be deemed to be beneficially owned by them) or securities convertible into or exercisable or exchangeable for the Company’s common stock until August 30, 2023.

The foregoing description of the Lock-Up Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Lock-Up Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K, and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

(d) *Exhibits.* The following exhibits are furnished with this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Form of Lock-Up Agreement</u>
99.1	<u>Press Release dated August 18, 2022, entitled “Focus Universal Inc. Provides Shareholder and Product Update and Celebrates One Year Anniversary with Ringing Nasdaq Closing Bell</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 18, 2022

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

LOCK-UP AGREEMENT

August 17, 2022

Ladies and Gentlemen:

The undersigned (the “**Stockholder**”), a holder of five percent (5%) or more of any class of the outstanding securities of Focus Universal Inc., a Nevada corporation (the “**Company**”) (or securities convertible into shares of the Company’s common stock), understands that it is advisable and in the best interests of the Company and the Stockholder’s investment therein that the Stockholder enter into this lock-up agreement (this “**Agreement**”). Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Stockholder hereby agrees to lock up the Company’s outstanding securities beneficially owned by the Stockholder until August 30, 2023, subject to certain limited exceptions. Until such date, the Stockholder will not directly or indirectly, without the prior written consent of the Company: (1) offer, sell, agree to offer or sell, solicit offers to purchase, grant any call option or purchase any put option with respect to, pledge, encumber, assign, borrow or otherwise dispose of or transfer any shares of the Company’s common stock (including, without limitation, shares of common stock that may be deemed to be beneficially owned by the Stockholder) or securities convertible into or exercisable or exchangeable for the Company’s common stock; (2) establish or increase any “put equivalent position” or liquidate or decrease any “call equivalent position” (in each case within the meaning of Section 16 of the Exchange Act and the rules and regulations thereunder) with respect to any common stock of the Company or otherwise enter into any swap, derivative or other transaction or arrangement that transfers to another, in whole or in part, any economic consequence of ownership of common stock of the Company, whether or not such transaction is to be settled by the delivery of common stock, other securities, cash or other consideration, or otherwise publicly disclose the intention to do so; (3) file or participate in the filing with the Securities and Exchange Commission (“**SEC**”) of any registration statement or circulate or participate in the circulation of any preliminary or final prospectus or other disclosure document, in each case with respect to any proposed offering or sale of the Company’s common stock; or (4) exercise any rights the Stockholder may have to require registration with the SEC of any proposed offering or sale of the Company’s common stock.

Any attempted transfer in violation of this Agreement will be of no effect and null and void, regardless of whether the purported transferee has any actual or constructive knowledge of the transfer restrictions set forth in this Agreement, and will not be recorded on the stock transfer books of the Company. In order to ensure compliance with the restrictions referred to herein, the Stockholder agrees that the Company may issue appropriate “stop transfer” certificates or instructions.

The Stockholder hereby represents and warrants that he has full power and authority to enter into this Agreement. All authority conferred or agreed to be conferred and any obligations of the Stockholder under this Agreement will be binding upon the successors, assigns, heirs and legal representatives of the Stockholder.

The Stockholder understands that the Company is relying upon this Agreement. Furthermore, the Stockholder understands that this Agreement is irrevocable and is binding upon the Stockholder’s heirs, legal representatives, successors and assigns.

This Agreement and any claim, controversy or dispute arising under or related to this Agreement shall be governed by and construed in accordance with the laws of the State of Nevada, without regard to the conflict of laws principles thereof.

This Agreement may be executed by electronic (i.e., PDF) transmission, which shall be deemed an original.

[SIGNATURE PAGE FOLLOWS]

Very truly yours,

Print Name of
Stockholder:

Signature

[SIGNATURE PAGE TO LOCK-UP AGREEMENT]



**Focus Universal Inc. Provides Shareholder and Product Update
and Celebrates One Year Anniversary
with Ringing Nasdaq Closing Bell**

ONTARIO, CA and LOS ANGELES, CA / ACCESSWIRE / August 18, 2022 / Focus Universal Inc. (NASDAQ: FCUV) ("Focus" or the "Company"), a provider of patented hardware and software design technologies for Internet of Things (IoT) and 5G, provided the following update today to the company's shareholders.

Voluntary Lock-Up Agreement of 5% Shareholders

The shareholders that individually hold greater than five percent (5%) of Focus Universal shares have voluntarily entered into lock-up agreements with the Company with respect to approximately 59.3% of the issued and outstanding securities of the Company until August 30, 2023. The voluntary lock-up agreement stipulates that these shareholders will not offer to sell, contract to sell or otherwise dispose of any securities, or enter any transaction to such effect, directly or indirectly, in addition to other restrictions, on or before August 30, 2023.

Nasdaq Closing Bell on One-Year Anniversary

Focus Universal Inc. also announces today that Desheng Wang, Chief Executive Officer, will ring the closing bell at Nasdaq MarketSite in New York's Time Square on Tuesday, August 30, 2022, at 4:00 p.m. EDT. The Company commenced trading on the Nasdaq Stock Market under the ticker symbol "FCUV" on August 30, 2021, so this would mark the one-year anniversary for the company.

A live stream of the Nasdaq Closing Bell will be available at: <https://livestream.com/accounts/27896496/events/10557098>

Focus Universal Product Update

Currently, Focus Universal Inc is phasing out the traditional, lower margin products and is preparing to launch a new line of products that have been in development for several years. These higher technology products will be released in phases and increasing amounts of technology will be layered upon these products. Additionally, the company plans to continue to increase Focus' efforts in intellectual property and have continued to develop those efforts for the long term.

"We're honored to celebrate our one-year anniversary being a publicly traded company on Nasdaq and continue to believe in the long-term vision and investment opportunity of Focus Universal," said Dr. Desheng Wang, CEO of Focus Universal. "Our voluntary lock-up agreement further demonstrates our confidence in our team, strategy, and our vision of five disruptive IoT technology platforms to solve the major problems in hardware design and production, software design and network communication facing both industries today. By entering into these lock-up agreements, we are fully aligned with our loyal shareholders to create meaningful, long-term value."

“Additionally, we are honored to be ringing the closing bell at Nasdaq and formally included in the prestigious Russell 2000 index, which further validates the Company’s strength and is indicative of further momentum following our successful Nasdaq listing in August 2021 and our up-listing to the Nasdaq Global Markets this year. We believe being a part of these highly regarded and widely used indexes will bring greater awareness to Focus as we work to achieve our growth potential,” concluded Dr. Wang.

About Focus Universal:

Focus Universal Inc. (NasdaqGM: FCUV) is a provider of patented hardware and software design technologies for Internet of Things (IoT) and 5G. The company has developed five disruptive patented technologies to solve the major problems facing hardware design, hardware production, software design and network communication facing both industries today. These technologies combined have the potential to reduce costs, product development timelines and energy usage, while increasing range, speed, efficiency, and security for these industries.

Forward-Looking Statements:

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties related to market conditions and the completion of the public offering on the anticipated terms or at all, and other factors discussed in the "Risk Factors" section of the preliminary prospectus filed with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof and Focus Universal specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

For investor and media inquiries, please contact:

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