

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 20, 2023

FOCUS UNIVERSAL INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|--|
| <u>Nevada</u> (State or Other Jurisdiction of Incorporation) | <u>000-55247</u> (Commission File Number) | <u>46-3355876</u> (I.R.S. Employer Identification No.) |
| <u>2311 East Locust Court</u> <u>Ontario, California</u> (Address of Principal Executive Offices) | | <u>91761</u> (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 8.01 Other Events.

This Amendment No. 1 to the Current Report on Form 8-K amends Item 8.01 of the Current Report on Form 8-K filed on February 8, 2023 (the "Original 8-K") to clarify the post-stock dividend date and the "due bill" procedure dates regarding the Company's fifty percent (50%) stock dividend of common stock (the "2023 Stock Dividend") that will be issued to the Company's shareholders.

The record date for the stock dividend will still be February 23, 2023, and the payment date will still be March 23, 2023. The Company's common stock will be traded in accordance with the "due bill" procedures of NASDAQ from February 22, 2023, through March 23, 2023. The Company's common stock are expected to begin trading on a post-stock dividend basis on the NASDAQ Stock Exchange on March 24, 2023.

As of February 23, 2023, there were 43,179,653 shares of the Company's common stock outstanding. Once the stock dividend is issued, there will be approximately 64,769,490 shares of the Company's common stock outstanding, depending on how many fractional shareholders need to be rounded up.

Safe Harbor Statement

There is no guarantee that the Company's Board will authorize, or that the Company will declare, additional dividends in the future, and the amount of future dividends, if any, and the authorization and payment thereof, will be determined by the Board based on the Company's financial condition and such other factors as the Board deems relevant. The Company's operating performance and the timing and amount of future dividends is subject to risks and uncertainties as described under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

SIGNATURE

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

FOCUS UNIVERSAL, INC.

Date: March 20, 2023

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