

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 14, 2023

**FOCUS UNIVERSAL INC.**

(Exact Name of Registrant as Specified in its Charter)

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.**

On July 14, 2023, Focus Universal Inc. (Nasdaq Global: FCUV) (the "Company") entered into an amendment (the "Amendment") to that certain stock purchase agreement wherein the Company agreed to purchase 400,000 shares of its common stock from a single private, non-affiliate for a total purchase price of \$2,000,000 (the "Stock Purchase Agreement"). The Amendment increases the number of shares of its common stock the Company will purchase from two private, non-affiliate shareholders to 1,300,000 shares and revises the total purchase price of the shares to \$1,965,000. The foregoing description of the Amendment is a summary only and is qualified in its entirety by reference to the complete text of the Amendment, which is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	<a href="#">Stock Purchase Agreement, as filed with the SEC on October 11, 2022</a>
99.1	<a href="#">Amendment to Stock Purchase Agreement, by and between the private shareholders and the Company.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

Date: July 14, 2023

**FOCUS UNIVERSAL, INC.**

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

---

AMENDMENT TO STOCK PURCHASE AGREEMENT

THIS AMENDMENT TO STOCK PURCHASE AGREEMENT (this "Amendment") dated and effective on August 10, 2022, is effective immediately as of July 14, 2023, by and between Steven Lu, an individual residing at 21066 Willow Heights Drive, Diamond Bar, CA 91765 (the "Seller") and Hong Dong residing at 21066 Willow Heights Drive, Diamond Bar, CA 91765 (also the "Seller" and collectively "Sellers") and Focus Universal Inc., a Nevada corporation (the "Purchaser" or the "Company") (with both Purchaser and Seller being the "Parties").

AMENDMENT TO RECITAL

Under the terms and provisions set forth in this Agreement, and pursuant to that certain Settlement and Release Agreement executed by and between the Parties of even date herewith, Seller desires hereby to sell, transfer and assign to Purchaser, and Purchaser desires hereby to purchase and acquire from Seller, 1,300,000 shares of Common Stock, \$0.001 par value (the "Common Stock"), of the Company.

AMENDMENT TO AGREEMENT

NOW, THEREFORE, Seller and Purchaser hereby agree as follows:

1. Amendment to Section 1. Sale, Transfer and Assignment of Common Stock. Under the terms and provisions set forth in this Agreement, Seller hereby agrees to sell, transfer and assign to Purchaser, and Purchaser hereby agrees to purchase and acquire from Seller, 1,300,000 total shares (the "Shares") of the Company, owned of record and beneficially by Seller immediately before the Closing (as defined in Section 3 of this Agreement). Of which, 750,000 shares are held in the name of Hong Dong and 550,000 shares were held in the name of Steven Lu, prior to transferring 400,000 shares to Focus Universal.

2. Amendment to Section 2. Purchase Price. The remaining balance of the aggregate purchase price shall be reduced to \$965,000 of the \$1,000,000 outstanding balance due to the Sellers for the total aggregate number of shares to be purchased, with no penalties of any kind. This includes the 400,000 already transferred to Focus Universal and the 900,000 shares yet to be transferred. Of which, 750,000 shares of the shares yet to be transferred are held in the name of Hong Dong and 150,000 remaining to be transferred shares held in the name of Steven Lu for a total of 900,000 to be transferred and 400,000 already transferred.

IN WITNESS WHEREOF, Seller and Purchaser have duly executed this Agreement to be effective as of the date first written above.

"Seller":

/s/ Steven Lu

Steven Lu

Address:

21066 Willow Heights Drive

Diamond Bar, CA 91765

1

"Seller":

/s/ Hong Dong

Hong Dong

Address:

21066 Willow Heights Drive

Diamond Bar, CA 91765

"Purchaser":

FOCUS UNIVERSAL INC.

/s/ Desheng Wang

Desheng Wang

Address:

2311 East Locust Court

Ontario, CA 91761

[SIGNATURE PAGE TO STOCK PURCHASE AGREEMENT]