

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):
May 10, 2024

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 Street</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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 9, 2024, Focus Universal Inc. (the "Company"), received a letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq"). The May 9, 2024, letter was notifying the Company that based on the Staff's review of the Company's Market Value of Publicly Held Shares ("MVPHS"), the Company's MVPHS has fallen below the required minimum of \$15,000,000 for the last 32 consecutive business days. Therefore, the Company no longer meets the Nasdaq Listing Rule 5450(b)(2)(C) and 5450(b)(3)(C) (the "MVPHS Rules"). The notification received has no immediate effect on the Company's Nasdaq listing.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A) and 5810(c)(3)(C) (the "Compliance Period Rule"), the Company has been provided an initial period of 180 calendar days, or until November 5, 2024 (the "Compliance Date"), to regain compliance with the MVPHS Rules. If, at any time before the Compliance Date, the Company's MVPHS closes at \$15,000,000 or more for a minimum of ten consecutive business days, the Staff will provide written confirmation of compliance to the Company and this matter will be closed with respect to the MVPHS Rules.

If the Company is not in compliance with the MVPHS Rules by November 5, 2024, the Company may be afforded a second 180 calendar day period to regain compliance. Pursuant to Rule 5810(c)(3)(A)(i)-(ii), to qualify, the Company would be required to transfer to The Nasdaq Capital Market and then meet the continued listing requirement for the market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market. For the MVPHS Rules, if the Company does not regain compliance by November 5, 2024, then the Company will be required to transfer to the Nasdaq Capital Market where the minimum MVPHS is \$1,000,000.

The Company will continue to actively monitor the market of its publicly common stock and will evaluate available options, including, without limitation, submitting a transfer application to the Nasdaq Capital Market. The Company's common stock will continue to be listed and traded on The Nasdaq Global Market during the first 180-day compliance period that ends on the Compliance Date, subject to the Company's compliance with the other continued listing requirements of the Nasdaq Global Market.

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: May 10, 2024

FOCUS UNIVERSAL, INC.

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