

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): January 29, 2025

**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 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 Capital 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 3.03 Material Modification to Rights of Security Holders.**

The Board of Directors of Focus Universal Inc., a Nevada corporation (the "Company") approved a reverse stock split of the Company's authorized stock, and issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock") at a ratio 10 for 1 (the "Reverse Split"). On January 29, 2025, the Company issued a press release announcing the Reverse Split.

***Effects of the Reverse Split***

***Effective Date; Symbol; CUSIP Number.*** The Reverse Split will be effective at 12:01 a.m. Eastern Standard Time on January 31, 2025, and will be reflected with the Nasdaq Capital Market ("Nasdaq") and in the marketplace at the open of business on January 31, 2025 (the "Effective Date"), whereupon the common shares will begin trading on a split-adjusted basis. In connection with the Reverse Split, the Company's common shares will continue to trade on Nasdaq under the symbol "FCUV" but will trade under a new CUSIP Number, 34417J 203.

***Split Adjustment; No Fractional Shares.*** On the Effective Date, the total number of the Company's common shares held by each shareholder were converted automatically into the number of whole common shares equal to the number of issued and outstanding common shares held by such shareholder immediately prior to the Reverse Split, divided by ten (10). No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one additional whole share of the post-Reverse Split to any shareholder who otherwise would have received a fractional share as a result of the Reverse Split.

***State Filing.*** The Reverse Split was effected by the Company filing the Certificate of Change pursuant to Nevada Revised Statutes ("NRS") Section 78.209 (the "Certificate") with the Secretary of State of the State of Nevada on January 28, 2025. The Certificate is not effective until the Effective Date. Under Nevada law, no amendment to the Company's Articles of Incorporation is required in connection with the Reverse Split. A copy of the Certificate is attached hereto as Exhibit 3.1 and incorporated herein by reference.

***No Shareholder Approval Required.*** Under Nevada law, because the Reverse Split was approved by the Board of Directors of the Company in accordance with NRS Section 78.207, no shareholder approval was required. NRS Section 78.207 provides that the Company may effect the Reverse Split without shareholder approval if (x) both the number

of authorized common shares and the number of outstanding common shares are proportionally reduced as a result of the Reverse Split; (y) the Reverse Split does not adversely affect any other class of shares of the Company; and (z) the Company does not pay money or issue scrip to shareholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Split. As described herein, the Company has complied with these requirements.

*Capitalization.* Prior to the Effective Date of the Certificate, the Company was authorized to issue 150,000,000 common shares. As a result of the Reverse Split, the Company is authorized to issue 15,000,000 common shares (the Company's authorized common shares were reduced in the same ratio (10-for-1) as its outstanding common shares were reduced). As of January 21, 2025 (immediately prior to the Effective Date), there were 74,019,505 common shares outstanding. As a result of the Reverse Split, there are approximately 7,401,951 common shares outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The Reverse Split will not have any effect on the stated par value of the common shares.

Each shareholder's percentage ownership interest in the Company and proportional voting power remains virtually unchanged as a result of the Reverse Split, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of common shares will be substantially unaffected by the Reverse Split.

All options, convertible securities, and warrants of the Company outstanding immediately prior to the Reverse Split will be appropriately adjusted by dividing the number of common shares into which the options, convertible securities, and warrants are exercisable or convertible by ten (10) and multiplying the exercise or conversion price thereof by ten (10), as a result of the Reverse Split.

#### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information set forth in Item 3.03 is hereby incorporated by reference into this Item 5.03.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Change Pursuant to Nevada Revised Statutes Section 78.209, as filed by Focus Universal Inc. with the Secretary of State of the State of Nevada on January 28, 2025.</a>
99.1	<a href="#">Press Release by Focus Universal Inc. dated January 29, 2025.</a>
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

#### **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: January 29, 2025

#### **FOCUS UNIVERSAL, INC.**

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





**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of	Business Number
<i>FV Aguilar</i>	E0618822012-2
Secretary of State	Filing Number
State Of Nevada	20254625296
	Filed On
	01/28/2025 12:14:26 PM
	Number of Pages
	1

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

### INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <b>FOCUS UNIVERSAL INC.</b>	
	Entity or Nevada Business Identification Number (NVID): <b>NV20121720610</b>	
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: <b>150,000,000 shares of common stock, \$0.001 par value per share are authorized</b>	
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: <b>15,000,000 shares of common stock, \$0.001 par value per share are authorized</b>	
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: <b>1 common stock share issued to each holder after the change for every 10 common stock shares issued and outstanding immediately prior to the change</b>	
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: <b>Any fractional common stock shares that would otherwise result from the change will be rounded up to the nearest whole common stock share</b>	
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.	
<b>7. Effective Date and time: (Optional)</b>	Date: <b>01/30/2025</b>	Time: <b>09:01 PM</b> (must not be later than 90 days after the certificate is filed)
<b>8. Signature: (Required)</b>	<input checked="" type="checkbox"/> <b>Desheng Wang</b> Signature of Officer	Officer: _____ Title: _____ Date: <b>01/28/2025</b>

This form must be accompanied by appropriate fees.  
 If necessary, additional pages may be attached to this form.



## Focus Universal Announces Reverse Stock Split

Ontario, California, Jan. 29, 2025 – 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, announces that its board of directors has approved a 1-for-10 reverse stock split of the Company's common stock. The Board of Directors approved the reverse stock split proposal at the Company's Board Meeting held on August 7, 2024.

The Reverse Split will be effective at 12:01 a.m. Eastern Standard Time on January 31, 2025, and will be reflected with the Nasdaq Capital Market ("Nasdaq") and in the marketplace at the open of business on January 31, 2025 (the "Effective Date"), whereupon the common shares will begin trading on a split-adjusted basis. In connection with the Reverse Split, the Company's common shares will continue to trade on Nasdaq under the symbol "FCUV" but will trade under a new CUSIP Number, 34417J 203.

As of the Effective Date, every 10 shares of the Company's issued and outstanding common stock will be combined into one share of common stock. The par value per share of the Company's common stock will remain unchanged. Proportional adjustments will be made to the number of shares of common stock issuable upon the exercise of the Company's equity awards, securities and warrants, if any, as well as the applicable exercise price, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plans.

The Company's transfer agent, VStock Transfer, LLC, will serve as the exchange agent for the reverse stock split. Registered stockholders holding pre-reverse stock split shares of common stock electronically in book-entry form are not required to take any action to receive post-reverse stock split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the reverse stock split, subject to each broker's particular processes, and will not be required to take any action in connection with the reverse stock split.

Additional information about the reverse stock split will be found in the Company's 8-K filed with the Securities and Exchange Commission on January 29, 2025 a copy of which will be available at [www.sec.gov](http://www.sec.gov).

### About Focus Universal:

Focus Universal Inc. (NASDAQ: 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 technology platforms with 26 patents and patents pending in various phases and 8 trademarks pending in various phases to solve the major problems facing hardware and software design and production within the industry today. These technologies combined to have the potential to reduce costs, product development timelines and energy usage while increasing range, speed, efficiency, and security. Focus currently trades on the Nasdaq Capital Markets.

### 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 company inquiries, please contact:

Investor Relations  
626-272-3883  
[ir@focusuniversal.com](mailto:ir@focusuniversal.com)