

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): February 20, 2025

**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 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:**

<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 8.01 Other Events.**

As previously disclosed, on March 20, 2024, Focus Universal Inc. (the “Company”), received a letter from the Listing Qualifications Department (the “Staff”) of the Nasdaq Stock Market (“Nasdaq”) notifying the Company that its common stock failed to maintain a minimum bid price rule of \$1.00 over the previous 30 consecutive business days as required by the Nasdaq Listing Rules.

On February 20, 2025, the Company received a letter from the Staff notifying the Company that the Staff has determined that for the last 13 consecutive business days, from January 31, 2025 to February 19, 2025, the closing bid price of the Company’s common stock shares had been at \$1.00 per share or greater and that accordingly, the Company has regained compliance with Nasdaq Continued Listing Rule 5550(a)(2) and the matter is now closed.

On February 20, 2025, the Company issued a press release announcing that it has regained compliance with the Bid Price Rule. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Focus Universal Inc. on February 20, 2025.</a>
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

#### **Forward-Looking Statements**

The information contained herein includes forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “will be,” “will continue,” “will likely result,” and similar expressions. These statements relate to future events or to our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements, including, our ability to spin off our subsidiary focused on financial reporting software and take it public through an IPO, and when such event could occur, if at all. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in our most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, and those discussed in other documents we file with the SEC, including, our ability to stay listed on Nasdaq, and our ability to continue as a going concern. Any forward-looking statement reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future, unless required by law. The safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 protects companies from liability for their forward-looking statements if they comply with the requirements of such Act.

**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: February 20, 2025

**FOCUS UNIVERSAL, INC.**

By: /s/ Desheng Wang

Name: Desheng Wang

Title: Chief Executive Officer



### **Focus Universal Inc. Regains Compliance with Nasdaq Listing Requirement**

**Ontario, California**, February 20, 2025 -- Focus Universal Inc. (NASDAQ: FCUV) ("Focus" or the "Company"), a provider of patented hardware and software design technologies for Internet of Things (IoT), 5G and SEC Financial Reporting AI-Driven Automation Software developer, today announced that it received formal written confirmation from The Nasdaq Stock Market, LLC ("Nasdaq"), confirming that Nasdaq has determined that for the last 13 consecutive business days, from January 31, 2025 to February 19, 2025, the closing bid price of the Company's shares has been at \$1.00 per share or greater. Accordingly, the Company has regained compliance with Listing Rule 5550(a)(2). The Company has regained compliance with Nasdaq's minimum bid price requirement, noting that this matter is now closed.

"Regaining compliance with Nasdaq's minimum bid price is an important requirement for Focus Universal," said Dr. Desheng Wang, CEO of Focus Universal Inc. ", and as we reflect on the market and growing business potential, we remain focused on creating long-term shareholder value through our fundamental research and development, which aims to address the core challenges in IoT and labor-intensive data entry. Our universal smart instrumentation platform provides a common hardware foundation that allows IoT engineers to start with 90% of the work completed, rather than from scratch. Our universal smart instrumentation software platform can replace any IoT app globally, eliminating the need for app developers to create individual apps."

Dr. Desheng Wang continued, "Furthermore, with our AI-driven SEC financial reporting software, with a single click, automatically retrieves financial data from accounting systems and generates consolidated financial statements and SEC reports in WORD, PDF, HTML, and XBRL formats -- all without human involvement and free of errors -- reducing up to 2,000 person-days of work for public companies to 20 minutes. We showcased these technologies at CES 2025 in Las Vegas. We are committed to our shareholders to spin off the subsidiary focused on the SEC financial reporting software and take it public through an IPO."

#### **About Focus Universal:**

Focus Universal Inc. 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 eight 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 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 because of new information, future events or otherwise.

#### **For company inquiries, please contact:**

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