

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): June 30, 2025

FOCUS UNIVERSAL INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada (State or Other Jurisdiction of Incorporation)	001-34780 (Commission File Number)	46-3355876 (I.R.S. Employer Identification No.)
2311 East Locust Street Ontario, California (Address of Principal Executive Offices)		91761 (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 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 30, 2025, Focus Universal Inc. (the "Company"), received a letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq"). The Staff notified the Company that since the Company's Market Value of Listed Securities has fallen below \$35,000,000, the Company no longer satisfies the requirements under Nasdaq Listing Rule 5550(b)(2) (the "MVLS Rule"). The notification received has no immediate effect on the Company's Nasdaq listing.

In accordance with Nasdaq Listing Rule 5810(c)(3)(C) (the "Compliance Period Rule"), the Company has been provided an initial period of 180 calendar days, or until December 29, 2025 (the "Compliance Date"), to regain compliance with the MVLS Rule. If at any time before the Compliance Date, the Company's MVLS closes at \$35,000,000 or more for a minimum of ten consecutive business days, then this matter will be closed. If the Company does not regain compliance with the MVLS Rule prior to the expiration of the Compliance Date, the Company will receive notification from the Staff that its securities are subject to delisting.

The Company is currently evaluating its available options to resolve the deficiency and regain compliance with the MVLS Rule.

The Company's common stock will continue to be listed and traded on the Nasdaq Capital Market during the compliance period that ends on the Compliance Date, subject to the Company's compliance with the other continued listing requirements of the Nasdaq Capital 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: July 3, 2025

FOCUS UNIVERSAL, INC.

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