

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): December 22, 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 8.01 Other Events.

As previously disclosed, 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**”) notifying the Company that it did not comply Nasdaq Continued Listing Rule 5550(b) because the Company’s market value of listed securities had fallen below \$35,000,000, and the Company also did not meet the minimum \$2,500,000 in stockholders’ equity or \$500,000 of net income from continuing operations.

On December 22, 2025, the Company received a conditional compliance letter from the Staff notifying the Company that based on its Form 8-K filed with the Securities and Exchange Commission on December 17, 2025, which the Company discloses its belief of meeting the requirement of maintaining the minimum \$2,500,000 in stockholders’ equity, the Staff has determined that the Company complies with Nasdaq Continued Listing Rule 5550(b)(1). However, the Staff provides that if the Company fails to provide evidence of compliance upon filing its next periodic report, the Company may be subject to delisting.

The Company’s common stock will continue to be listed and traded on the Nasdaq Capital Market, subject to the Company’s compliance with the other continued listing requirements of the Nasdaq Capital Market.

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: December 23, 2025

FOCUS UNIVERSAL INC.

By: /s/ Desheng Wang

Name: Desheng Wang

Title: Chief Executive Officer