

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 5, 2026

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 3.03 Material Modification to Rights of Security Holders.

The Board of Directors and stockholders of Focus Universal Inc., a Nevada corporation (the “Company”) approved a reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”) at a ratio 10 to 1 (the “Reverse Split”). On February 5, 2026, the Company issued a press release announcing the Reverse Split.

Reason for the Reverse Stock Split

The Company is effecting the Reverse Stock Split to satisfy the \$1.00 minimum bid price requirement (the “Minimum Bid Requirement”), as set forth in Nasdaq Listing Rule 5550(a)(2) (the “Rule”), for continued listing on The Nasdaq Capital Market.

Effects of the Reverse Split

Effective Date; Symbol; CUSIP Number. The Reverse Split will be effective on February 9, 2026, and will be reflected with the Nasdaq Capital Market (“Nasdaq”) and in the marketplace at the open of business on February 9, 2026 (the “Effective Date”), whereupon the Common Stock will begin trading on a split-adjusted basis. In connection with the Reverse Split, the Company’s Common Stock will continue to trade on Nasdaq under the symbol “FCUV” but will trade under a new CUSIP Number, 34417J 500.

Split Adjustment; No Fractional Shares. On the Effective Date, the total number of the Company’s Common Stock shares held by each stockholder will be converted automatically into the number of whole Common Stock shares equal to the number of issued and outstanding Common Stock shares held by such stockholder immediately prior to the Reverse Split, divided by ten (10). No fractional shares will be issued in connection with the Reverse Split. Instead, each stockholder will be entitled to receive a cash payment in lieu of such fractional share. The cash payment to be paid will be equal to the fraction of a share to which such holder would otherwise be entitled multiplied by the most recent closing price per share of Common Stock at the effective time of the Reverse Split (as adjusted to give effect to the Reverse Split).

State Filing. To effect the Reverse Split, the Company filed an amendment to the Company’s Articles of Incorporation effective as of 12:01 a.m. ET on February 5, 2026. This summary of the amendment is qualified in its entirety by reference to the Amended Articles of Incorporation, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference herein.

Board and Stockholder Approval. On October 10, 2025, the Company’s stockholders through a written consent in lieu of the special meeting approved to authorize the Board of Directors (the “Board”) to effect a reverse stock split, at a ratio of up to 200:1, with the exact ratio to be determined by the Board in its sole discretion at any time within one year from receiving stockholder approval. On January 27, 2026, the Board approved, through unanimous written consent, the Reverse Split at a ratio of one-for-ten (1:10).

Capitalization. While the Reverse Split will decrease the number of outstanding shares of Common Stock, it will not change the total number of shares of Common Stock authorized for issuance by the Company, nor will it change the par value of the Common Stock. Immediately after the Reverse Split, each stockholder’s relative ownership interest in the Company and proportional voting power will remain unchanged except for minor changes and adjustments that will result from not issuing fractional shares.

The Company remains authorized to issue 1,000,000,000 shares of Common Stock. As of January 27, 2026 (the “Record Date”), there were 9,865,249 shares of Common Stock outstanding. As a result of the Reverse Split, there will be approximately 986,524 Common Stock shares outstanding (subject to adjustment due to the effect of not issuing any fractional shares).

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	<u>Amendment to Articles of Incorporation as filed with the Nevada Secretary of State on February 5, 2026</u>
99.1	<u>Press Release by Focus Universal Inc. dated February 5, 2026</u>
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: February 5, 2026

FOCUS UNIVERSAL INC.

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

Filed in the Office of <i>FVAquilar</i>	Business Number E0618822012-2
Secretary of State State Of Nevada	Filing Number 20265499555
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CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
FOCUS UNIVERSAL INC.
a Nevada corporation

1. The name of the corporation is Focus Universal Inc. (the “**Corporation**”).
2. The Articles of Incorporation have been amended as follows:

Article FOURTH of the Third Amended and Restated Articles of Incorporation is hereby amended by inserting the following language as the beginning of the Article:

“Upon the effectiveness of this Certificate of Amendment (the “**Effective Time**”), each 10 shares of Common Stock, issued and outstanding immediately prior to the Effective Time, will automatically and without any further action on the part of the Corporation or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock (the “**Reverse Stock Split**”), subject to the treatment of fractional share interests as described below. The par value of the Common Stock following the Reverse Stock Split shall remain \$0.001 per share. No fractional shares shall be issued upon the Reverse Stock Split. If the Reverse Split would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any such fractional share, entitle the holder who would otherwise be entitled to a fraction share of Common Stock to receive a cash payment (the “**Fractional Share Payment**”) equal to the fraction of which such holder would otherwise be entitled multiplied by the closing price per share of Common Stock on the date of the Effective Time as reported by the Nasdaq Capital Market (as adjusted to give effect to the Reverse Split); provided that, whether or not fractional shares would be issuable as a result of the Reverse Split shall be determined on the basis of (i) the total number of shares of Common Stock that were issued and outstanding immediately prior to the Effective Time formerly represented by certificates that the holder is at the time surrendering and (ii) the aggregate number of shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificates shall have been reclassified. With respect to holders of shares of Common Stock in book-entry form in the records of the Corporation’s transfer agent that were issued and outstanding immediately prior to the Effective Time, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Split (after aggregating all fractional shares), following the Effective Time, shall be entitled to receive the Fractional Share Payment automatically and without any action by the holder. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an “**Old Certificate**”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

3. The vote by which the stockholders holding shares in the Corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles of Incorporation have voted in favor of the amendment is: Shares representing 51.69% of the outstanding voting power were voted in favor of the amendment.
4. Effective date of filing: February 4, 2026 at 9:01 p.m.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to the Articles of Incorporation to be executed by a duly authorized officer on this 4th day of February, 2026.

/s/ Desheng Wang
Desheng Wang, Chief Executive Officer



Focus Universal Announces Reverse Stock Split

Ontario, California, Feb. 5, 2026 – 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 “Reverse Split”). The Board of Directors approved the reverse stock split proposal by unanimous written consent on January 27, 2026.

The Reverse Split will be effective at 12:01 a.m. Eastern Standard Time on February 9, 2026, and will be reflected with the Nasdaq Capital Market (“Nasdaq”) and in the marketplace at the open of business on February 9, 2026 (the “Effective Date”), whereupon the common stock shares will begin trading on a split-adjusted basis. In connection with the Reverse Split, the Company’s common stock shares will continue to trade on Nasdaq under the symbol “FCUV” but will trade under a new CUSIP Number, 34417J 500.

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 and paying agent for the Reverse 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 Split, subject to each broker’s particular processes, and will not be required to take any action in connection with the Reverse 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 February 5, 2026 a copy of which will be available at 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:

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