

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 18, 2026

FOCUS UNIVERSAL INC.

(Exact Name of Registrant as Specified in its Charter)

<u>Nevada</u> (State or Other Jurisdiction of Incorporation)	<u>001-40770</u> (Commission File Number)	<u>46-3355876</u> (I.R.S. Employer Identification No.)
<u>901 Corporate Center Drive, Suite 404 Monterey Park, California</u> (Address of Principal Executive Offices)		<u>91754</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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 issued and outstanding shares of common stock, par value \$0.001 per share (the “**Common Stock**”) at a ratio of 4 to 1 (the “**Reverse Split**”).

Reason for the Reverse Stock Split

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

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 June 23, 2026, and will be reflected with the Nasdaq Capital Market and in the marketplace at the open of business on June 23, 2026 (the “**Effective Date**”), whereupon the shares of the Company’s 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, 34417J609.

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 four (4). 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. The Reverse Split was effected by the Company filing an amendment to its Articles of Incorporation effective as of 12:01 a.m. ET on June 23, 2026. The Certificate of Amendment to the Articles of Incorporation is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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 of the Common Stock, 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 May 13, 2026, the Board unanimously approved the Reverse Split at a ratio of four-to-one (4:1).

Capitalization. The Reverse Split will have no effect on the authorized shares of Common Stock, authorized shares of preferred stock, par value \$0.001 per share (the “**Preferred Stock**”), nor the existing designations for the Series A Preferred Stock and Series B Convertible Preferred Stock. The Reverse Split will also have no effect on the stated par value of the Common Stock or Preferred Stock. The Company remains authorized to issue 1,000,000,000 shares of Common Stock and 100,000,000 shares of Preferred Stock. As of May 13, 2026 (the “**Record Date**”), there were 2,811,244 shares of Common Stock outstanding. As a result of the Reverse Split, there will be approximately 702,811 Common Stock shares issued and outstanding (subject to adjustment due to the effect of not issuing any fractional shares).

Each stockholder’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 the Common Stock 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 Stock shares into which the options, convertible securities, and warrants are exercisable or convertible by four (4) and multiplying the exercise or conversion price thereof by four (4), 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

Exhibit No.	Description
3.1	Certificate of Amendment to Articles of Incorporation of Focus Universal Inc. as filed with the Nevada Secretary of State effective on June 22, 2026 at 9:01 p.m. PST.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 18, 2026

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
 www.nvsilverflume.gov

Filed in the Office of	Business Number
<i>F. Aguilar</i>	E0618822012-2
Secretary of State	Filing Number
State Of Nevada	20265824346
	Filed On
	06/18/2026 08:22:04 AM
	Number of Pages
	6

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

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

1. Entity information	Name of entity as on file with the Nevada Secretary of State : FOCUS UNIVERSAL INC. Entity or Nevada Business Identification Number (NVID) : NV20121720610
2. Restated or Amended and Restated Articles (Select one): (If amending and restating only, complete section 1, 2 and 6.)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of amendment filing being completed: (Select only one box): (If amending, complete section 1,3,5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at 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: 51,69 Or <input type="checkbox"/> No action by stockholders are required <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

page 1 of 3



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective date and Time: (Optional) Date: 06/22/2026 Time: 09:00 PM
 (must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted
- Other:
 The articles have been amended as follows: (provide article numbers, if available)

Other Articles: FOURTH

ShareName	ShareType	SharesQuantity	SharesValue	ShareTypeName

(attach additional page(s) if necessary)

6. Signature: (Required)

X Desheng Wang Officer

Signature of Officer, Incorporator or Authorized Signer Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

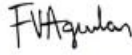
Please include any required or optional information in space below:
 (attach additional page(s) if necessary)



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page 3 of 3

Filed in the Office of	Business Number
	E0618822012-2
Secretary of State	Filing Number
State Of Nevada	20265824346
	Filed On
	06/18/2026 08:22:04 AM
	Number of Pages
	5

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 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 provided in Section 4 below (the “**Effective Time**”), each 4 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: June 22, 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 18th day of June, 2026.

/s/ Desheng Wang
Desheng Wang, Chief Executive Officer