SEC Form 5

FORM 5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

☐ Form 3 Holdings Reported.

☐ Form 4 Transactions Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0362
Estimated average burden	
hours per response:	1.0

1. Name and Address of Reporting Person *

Lee Edward Shihai

(Last) (First) (Middle)

C/O FOCUS UNIVERSAL INC.
2311 EAST LOCUST COURT

(Street)

ONTARIO CA 91761

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FOCUS UNIVERSAL INC. [FCUV]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/19/2025

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director X 10% Owner

Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock[1]	07/14/2022	07/14/2022	J	500,000	D	$89.8	5,212,200	D	
Common Stock	07/14/2022	07/14/2022	J	500,000	A	$89.8	245,670[2]	I	By the Lee Gu Foundation
Common Stock	07/20/2022	07/20/2022	J	80,000	D	$90.3333	596,000	I	By the Lee Gu Family Foundation
Common Stock	07/20/2022	07/20/2022	G	11,000	D	$90.3333	585,000	I	By the Lee Gu Family Foundation
Common Stock	01/02/2024	01/02/2024	J	4,000,000	D	$15	3,818,300[3]	D	
Common Stock	01/02/2024	01/02/2024	J	4,000,000	A	$15	4,000,000	I	By the Lee Gu Private Foundation
Common Stock	01/02/2024	01/02/2024	J	80,000	D	$15	797,500[4]	I	By the Lee Gu Family Foundation
Common Stock	01/02/2024	01/02/2024	J	50,000	D	$15	74,750[5]	I	By the Lee Gu Family Foundation
Common Stock	09/23/2024	09/23/2024	A	1,000,000	A	$3.3	481,830[6]	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Mr. Edward Lee beneficially owns a total of 1,182,000 shares of the Issuer's common stock, of which 481,830 shares are held directly and 700,170 shares are held indirectly.
2. Reflects a 1.5-for-1 forward stock split effective on March 23, 2023 and 1-for-10 reverse stock split effective on January 31, 2025.
3. Reflects a 1.5-for-1 forward stock split effective on March 23, 2023.
4. Reflects a 1.5-for-1 forward stock split effective on March 23, 2023.
5. Reflects a 1-for-10 reverse stock split effective on January 31, 2025.
6. Reflects a 1-for-10 reverse stock split effective on January 31, 2025.

/s/ Edward Lee	10/22/2025
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.