

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): **October 26, 2022**

**UPEXI, INC.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or Other Jurisdiction of Incorporation)	<u>333-25526</u> (Commission File Number)	<u>83-3378978</u> (I.R.S. Employer Identification No.)
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17129 US Hwy 19 N.  
Clearwater, FL 33760  
(Address of Principal Executive Offices) (Zip Code)

(701) 353-5425  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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, par value \$0.001	UPXI	NASDAQ

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 1.01 Entry into a Material Definitive Agreement.**

On October 26, 2022, Upexi, Inc. (the “Company”) entered into a Membership Interest Purchase Agreement (the “MIPA”) with Bloomios, Inc., a Nevada corporation (“Bloomios”), and its wholly owned subsidiary Infused Confections LLC, a Wyoming limited liability company (together with Bloomios, the “Buyers”), pursuant to which the Company sold 100% of the membership interests of Infusionz LLC, a Colorado limited liability company (“Infusionz”) to the Buyers (the “Transaction”). The base consideration paid by the Sellers to the Company in the transaction totals Twenty-Three Million Five Hundred Thousand Dollars (\$23,500,000), subject to adjustment, and consists of: (i) Five Million Five Hundred Thousand Dollars (\$5,500,000) paid at closing; (ii) a convertible secured subordinated promissory note issued by Bloomios to the Company in the original principal amount of Five Million Dollars (\$5,000,000); (iii) Eighty-Five Thousand shares of Bloomios Series D Convertible Preferred Stock, with a total stated value of Eight Million Five Hundred Thousand Dollars (\$8,500,000); (iv) a senior secured convertible debenture issued by Bloomios to the Company with a subscription amount of Four Million Five Hundred Thousand (\$4,500,000) (with an original principal amount, after OID, of Five Million Two Hundred Ninety-Four Thousand One Hundred Seventeen and 60/100 Dollars (\$5,294,117.60)); and (v) a common stock purchase warrant to purchase up to Two Million Eight Hundred Fifty-Three Thousand Nine Hundred Ten (2,853,910) shares of Bloomios common stock. The Transaction provides for a two way post-closing working capital adjustment based on target working capital of One Million Two Hundred Seventy-Five Thousand Dollars (\$1,275,000).

The assertions embodied in the representations and warranties contained in the MIPA were made solely for purposes of the MIPA and are not intended to provide factual, business, or financial information about the Company or the Buyers. Moreover, some of those representations and warranties (i) may not be accurate or complete as of any specified date, (ii) may be subject to a contractual standard of materiality different from those generally applicable to shareholders or different from what a shareholder might view as material, (iii) may have been used for purposes of allocating risk among the Company and the Buyers, rather than establishing matters as facts, or (iv) may have been qualified by certain disclosures not reflected in the MIPA that were made to the other party in connection with the negotiation of the MIPA and generally were solely for the benefit of the parties to that agreement. The MIPA should not be read alone, but should instead be read in conjunction with the other information regarding the Company that has been, is or will be contained in, or incorporated by reference into, documents that the Company files with the SEC.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

The Transaction closed on October 26, 2022. The information provided in Item 1.01 of this Current Report on Form 8-K related to the MIPA is incorporated by reference into this Item 2.01.

**Item 8.01 Other Events.**

On October 27, 2022, the Company issued a press release announcing its entry into the MIPA and the closing of the Transaction, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in Item 8.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any of the Company’s filings under the Securities Act, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference to this Report in such filing.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
<a href="#">99.1</a>	<a href="#">Press Release issued by Upexi, Inc., dated October 27, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UPEXI, INC.**

Date: October 31, 2022

By: /s/ Allan Marshall  
Allan Marshall  
Chief Executive Officer and Chairman

**Upexi Announces Sale of Select CBD Assets for \$23.5 Million**

*Transaction accelerates our Amazon and DTC eCommerce brand focused strategy, strengthens balance sheet and provides additional capital flexibility to invest in further acquisitions*

*Company reiterates fiscal 2023 revenue guidance of \$72 million to \$82 million*

**Clearwater, FL / October 27, 2022 / Upexi Inc. (NASDAQ: UPXI) (the “Company” or “Upexi”)**, a multi-faceted Amazon and Direct to Consumer brand owner and innovator in aggregation, today announced the sale of select CBD assets to Bloomios, Inc. (OTC: BLMS) for approximately \$23.5 million.

The closing of this transaction accelerates our Amazon and DTC eCommerce brand focused strategy, while strengthening the balance sheet and providing additional capital to invest in further acquisitions in our pipeline. Additionally, with this closing, the Company has strengthened its own product scalability through a manufacturing agreement with Bloomios to produce certain Upexi products at their GMP certified facility in Florida.

Allan Marshall, CEO of Upexi, commented, “The sale of our select CBD assets falls in line with our strategy to accelerate our Amazon and DTC eCommerce brand focused strategy while increasing our shareholder value. Our multiple brands focused on health, wellness and pets continue to perform incredibly well during this recessionary period. This organic growth, coupled with our robust acquisition pipeline we can now aggressively close, gives us high confidence we will be able to continue to grow revenue and profits year-over-year. The Bloomios partnership created through this sale along with the long term customers and vendor relationships remain in place for future growth”

The transaction eliminated certain intangible assets and provided the Company with \$5.5 million in cash, \$9.5 million in loan receivables and \$8.5 million in preferred equity in Bloomios Inc. In addition, on October 19, 2022 the Company obtained a \$3 million, 10-year mortgage at an interest rate of 4.8% on its headquarters in Florida. The funds were used to reduce the outstanding short term acquisition loans signed on June 28, 2022, increasing the amount available for future acquisitions to \$10.8 million. The main assets sold were originally acquired for approximately 6.3m in cash and stock, company value increased through organic growth and valued partnerships.

The Company is reiterating its revenue guidance for fiscal 2023 of \$72 million to \$82 million and will issue a capital plan with updates in Nov 14, 2022, Quarterly filing.

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## **About Upexi, Inc.**

Upexi is a multifaceted brand owner with established brands in the health, wellness, pet, beauty and other growing markets. We operate in emerging industries with high growth trends and look to drive organic growth of our current brands. We focus on direct to consumer and Amazon brands that are scalable and have anticipated, high industry growth trends. Our goal is to continue to accumulate consumer data and build out a significant customer database across all industries we sell into. The growth of our current database has been key to the year over year gains in sales and profits. To drive additional growth, we have and will continue to acquire profitable Amazon and eCommerce businesses that can scale quickly and reduce costs through corporate synergies. We utilize our in-house, SaaS programmatic ad technology to help achieve a lower cost per acquisition and accumulate consumer data for increased cross-selling between our growing portfolio of brands.

## **Forward Looking Statements:**

This news release contains "forward-looking statements" as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements in this press release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the inherent uncertainties associated with business strategy, potential acquisitions, revenue guidance, product development, integration and synergies of acquiring companies and personnel. These forward-looking statements are made as of the date of this news release, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Although we believe that the beliefs, plans, expectations and intentions contained in this press release are reasonable, there can be no assurance that such beliefs, plans, expectations or intentions will prove to be accurate. Investors should consult all of the information set forth herein and should also refer to the risk factors disclosure outlined in our annual report on Form 10-K and other periodic reports filed from time-to-time with the Securities and Exchange Commission.

## **Company Contact**

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## **Investor Relations Contact**

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