
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§ 240.13d-1(b), (c), and (d) and AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2**

(Amendment No. 1)*

UPEXI, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

39959A106

(CUSIP Number)

December 31, 2022

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAME OF REPORTING PERSONS Allan Marshall
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 4,832,501
	6.	SHARED VOTING POWER - 0 -
	7.	SOLE DISPOSITIVE POWER 4,832,501 (1)
	8.	SHARED DISPOSITIVE POWER - 0 -

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,832,501 (1)
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 23.90% (2)
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

(1) Includes options for the purchase of 1,979,167 shares of the Issuer's Common Stock exercisable within 60 days, and 500,000 shares of the Issuer's Preferred Stock that is convertible into 277,778 shares of the issuer's Common Stock.

(2) Based on 17,960,748 shares of Common Stock as reported in the Issuer's quarterly report as filed with the Commission on February 15, 2023; 1,979,167 shares of Common Stock issuable upon the exercise of options; and 277,778 shares of Common Stock issuable upon conversion of shares of the Company's Preferred Stock.

Item 1.

- (a) Name of Issuer: Upexi, Inc.
- (b) Address of Issuer's Principal Executive Offices:
17129 US Hwy 19 N.
Clearwater, FL 33764

Item 2.

- (a) Name of Person Filing: Allan Marshall
- (b) Address of Principal Business Office or, if none, Residence:
17129 US Hwy 19 N.
Clearwater, FL 33764
- (c) Citizenship or Place of Organization: United States of America
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 39959A106

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 4,832,501 (1)
- (b) Percent of class: 23.90% (2)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 4,832,501 (1)
 - (ii) Shared power to vote or to direct the vote:- 0 -
 - (iii) Sole power to dispose or to direct the disposition of: 4,832,501 (1)
 - (iv) Shared power to dispose or to direct the disposition of:- 0 -

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 10, 2023

(Date)

/s/ Allan Marshall

(Signature)

Allan Marshall

(Name/Title)

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).
