

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): **June 8, 2023**

UPEXI, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

333-25526
(Commission
File Number)

83-3378978
(I.R.S. Employer
Identification No.)

**17129 US Hwy 19 N.
Clearwater, FL 33764**
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 7.01 Regulation FD Disclosure

Item 8.01 Other Events.

On June 8, 2023, the Company issued a press release announcing that Tytan Magnetic Tiles, the Company’s children’s toy brand and leading innovator in educational toys and magnetic building sets, has entered into a new first party relationship with Amazon.com, the world’s largest online retailer. This strategic partnership will expand Tytan’s Disney-Licensed and select other product launches for the fourth quarter of 2023 and continue into 2024. 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 7.01 and 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.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Exhibit Description
99.1	Press Release of Upexi, Inc., dated June 8, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

SIGNATURES

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.

Dated: June 9, 2023

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer



Upexi's Toy Brand, Tytan Magnetic Tiles, Announces New First Party Agreement with Amazon.com for Launch and Expansion of Disney Products

Clearwater, FL / June 8, 2023 / Upexi Inc. (NASDAQ: UPXI) (the "Company" or "Upexi") – a multi-faceted brand owner and innovator in aggregation, today announced that Tytan Magnetic Tiles, the Company's children's toy brand and leading innovator in educational toys and magnetic building sets, has entered into a new first party relationship with Amazon.com, the world's largest online retailer. This strategic partnership will expand Tytan's Disney-Licensed and select other product launches for the fourth quarter of 2023 and continue into 2024.

First party through Amazon.com is another significant milestone for Tytan Magnetic Tiles, especially in conjunction with the recently announced Disney licensing agreement. The Company anticipates that the combination of the Disney Products powered by Amazon IP sales initiatives will amplify its presence in the online marketplace and bring its award-winning magnetic building sets to a broader audience of parents, educators, and children.

Tytan Magnetic Tiles' products have gained a reputation for their quality, educational value, and endless possibilities for creativity and imaginative play. The company's magnetic building sets have become a staple in classrooms, households, and playrooms worldwide, captivating children and fostering crucial skills such as problem-solving, spatial awareness, and STEM concepts.

With Amazon.com as a new first party partner, Tytan Magnetic Tiles looks forward to expanding its footprint and delivering its premium products to customers in even more communities. The partnership allows for streamlined distribution and enhanced customer support, ensuring a seamless shopping experience for Amazon customers.

"We are incredibly excited about our first party relationship with Amazon.com," said Nick Romano, President of Tytan Magnetic Tiles. "This collaboration opens up new avenues for us to reach families and provide them with our innovative magnetic building sets. Amazon's platform aligns with our mission to inspire creativity and promote learning through play. We look forward to the all of the possibilities this partnership holds for Tytan and Amazon customers."

As Tytan Magnetic Tiles and Amazon.com embark on this new chapter together, customers can expect to find a wide range of Tytan's magnetic building sets and new Disney licensed sets available for purchase on Amazon's platform. These sets come in various themes, sizes, and complexities, catering to the needs and interests of children of different ages and developmental stages.

For more information about Tytan Magnetic Tiles and its products, please visit tytanproducts.com. The company's magnetic building sets can now be found on Amazon.com.

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.

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