

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): February 6, 2025

UPEXI, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-40535
(Commission
File Number)

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

3030 N. Rocky Point Drive, Suite 420
Tampa, FL 33607
(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 February 6, 2025, Upexi, Inc. (the “Company”) issued a press release. The Company provided shareholders with a update on its current business operations and long-term strategic Crypto and mining initiatives. 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 February 6, 2025
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: February 7, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer



Upexi Provides Shareholder Update on Current Business Operations and Long-Term Strategic Crypto Portfolio and Mining Initiative

TAMPA, FL, February 6, 2025 (ACCESSWIRE) – Upexi, Inc. (NASDAQ: UPXI) (the “Company” or “Upexi”), a brand owner specializing in the development, manufacturing and distribution of consumer products and is actively pursuing additional investment opportunities to expand its portfolio through further direct investment into coins, mining, and M&A in the fintech space, is today providing shareholders with a update on its current business operations and long-term strategic Crypto and mining initiative.

Andrew Norstrud, Chief Financial Officer of Upexi, stated, “We have charted out a path for 2025 that will expand our business into the Crypto mining business while leveraging our current businesses to fund expenses. Our goal is to retain as many mined coins as possible to build out our Strategic Crypto portfolio. Our intention is not to be a pure play mining operation, instead we will mine for the purpose of building our portfolio and the mining operations will mine the best possible returning coins, not exclusive to Bitcoin.”

Upexi’s 2025 Strategies:

- Bitcoin and Altcoin Mining
 - o Own a minimum of 1-3 Megawatt (MW) low energy cost mining operation within 90 days.
 - o Complete the due diligence on current mining opportunities with operating sites in the 2-5 MW range.
 - o Grow to own a minimum of 10-20 MW of mining operations.
 - o Expand the mining operations to other alternatives such as Ethereum and AI-powered blockchain assets.
- Establishing a Crypto Portfolio
 - o Establish a diversified portfolio of digital assets including Bitcoin, Ethereum, Solana, Render, Chainlink.
 - o Build Crypto Portfolio with strategic purchases when volatility gives us beneficial entry points.
 - o Own other assets with high growth potential in blockchain infrastructure and AI integration.
- Blockchain-Based Financial Focus
 - o Explore opportunities in:
 - Staking
 - DeFi Lending
 - Yield-Generating blockchain models
 - o Long-term exposure to:
 - Web3
 - Decentralized Finance
 - AI-driven blockchain growth

Allan Marshall, CEO of Upexi, stated, “We have rapidly developing opportunities and look to make significant strides towards the advancement of our initiatives in the coming weeks and months.”

About Upexi, Inc.:

Upexi is a brand owner specializing in the development, manufacturing and distribution of consumer products with recent initiative to expand into the Crypto industry with its strategic coin portfolio and expansion into Crypto mining in 2025.

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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