

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): April 29, 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
Common Stock, par value \$0.001

Trading Symbol(s)
UPXI

Name of each exchange on which registered
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 April 29, 2025, Upexi, Inc. (the “Company”) issued a press release. The Company announced that since closing of the private placement, the Company has accumulated approximately 45,733 Solana Tokens making an initial investment of approximately \$6.7 million. This marks Upexi's entry into the digital asset space, positioning the Company at the forefront of blockchain integration in corporate finance. 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 April 29, 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: April 30, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer

Upexi Purchases 45,733 Solana Tokens as it Begins Deploying \$100 Million Treasury in Solana Strategy

Since the closing of Upexi's \$100 million private placement, the Company has accumulated approximately 45,733 Solana tokens for approximately \$6.7 million

TAMPA, FL – April 29, 2025 – Upexi Inc. (NASDAQ: UPXI), a brand owner specializing in the development, manufacturing and distribution of consumer products with diversification into the cryptocurrency space, is today detailing the expansion plans of its treasury strategy to focus on Solana (SOL) tokens after successfully closing on a \$100 million private placement led by crypto trading firm GSR and includes participation from top-tier venture capital firms and key Solana-aligned investors, signaling deep institutional support and confidence in the initiative. The marks Upexi's entry into the digital asset space, positioning the Company at the forefront of blockchain integration in corporate finance.

Since the closing of the private placement, the Company has accumulated approximately 45,733 Solana Tokens making an initial investment of approximately \$6.7 million.

Allan Marshall, CEO of Upexi, commented, "With backing from some of the most respected names in the Solana ecosystem, we are laying the groundwork for a treasury strategy that aligns with the future of finance. We're not just investing—we're building for long-term innovation, value creation, and a leadership role in blockchain adoption."

Strategic Rationale

Upexi's decision to focus its digital treasury strategy around Solana stems from the blockchain's unique advantages:

- **High Performance & Scalability:** Solana's innovative hybrid of Proof-of-History (PoH) and Proof-of-Stake (PoS) enables ultra-fast, low-latency transaction processing—ideal for powering next-generation decentralized applications.
- **Cost Efficiency:** Among the lowest transaction fees in the blockchain ecosystem, Solana supports high-volume, cost-effective operations, including microtransactions at scale.
- **Developer Ecosystem:** Solana offers a robust set of tools, including frameworks like Anchor, making it easier for developers to innovate and deploy scalable dApps.
- **Enterprise-Grade Security:** With the Solana Virtual Machine (SVM), businesses benefit from reliable, secure, and high-throughput smart contract execution.

Mr. Marshall continued, "Upexi's Solana-based treasury strategy signals a forward-thinking approach to capital management in the digital age. As blockchain adoption accelerates, Upexi is positioning itself not just as a participant, but as a pioneer in the integration of decentralized finance into traditional business models."

About Upexi, Inc.

Upexi is a brand owner specializing in the development, manufacturing and distribution of consumer products. The Company has entered the Cryptocurrency industry and cash management of assets through a Cryptocurrency Portfolio. For more information on Upexi's treasury strategy and future developments, visit www.upexi.com.

Follow CEO, Allan Marshall, on X - https://x.com/marshall_a22015

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. For example, the Company is using forward looking statements when it discusses the anticipated use of proceeds. 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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