

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): July 28, 2025

**UPEXI, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(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)

**(727) 287-2800**

(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 \$0.00001

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 8.01 Other Events.**

On July 28, 2025, Upexi, Inc. (the “Company”) issued a press release announcing it had entered into an equity line agreement with A.G.P./Alliance Global Partners, enabling the Company to sell up to \$500 million of the Company’s common stock at the Company’s sole discretion, subject to certain restrictions and closing conditions. Any proceeds from the equity line, which included no commitment fee, will be used for generate corporate purposes and to further the Company’s Solana treasury strategy. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Additionally, on July 30, 2025, the Company issued a press release announcing that its management will be participating in a fireside chat moderated by Joseph Vafi, Managing Director of Equity Research at Canaccord Genuity LLC on Wednesday August 13, 2025 at the Canaccord Genuity 45<sup>th</sup> Annual Growth Conference taking place in Boston, Massachusetts.

The information in Item 8.01, including Exhibits 99.1 and 99.2 attached hereto, is being furnished and shall not be deemed “filed” for 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.****Exhibit No. Exhibit Description**

[99.1](#) [Press Release of Upexi, Inc., dated July 28, 2025](#)

[99.2](#) [Press Release of Upexi, Inc., dated July 30, 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: August 1, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer

**Upexi, Inc. Announces \$500 Million Equity Line Agreement with A.G.P. to Accelerate the Growth of its Solana Treasury Strategy**

TAMPA, FL., July 28, 2025 -- Upexi, Inc. (NASDAQ: UPXI) (the “Company” or “Upexi”), a brand owner specializing in the development, manufacturing and distribution of consumer products with diversification into the cryptocurrency space, today announced it has entered into an equity line agreement with A.G.P./Alliance Global Partners enabling Upexi to sell up to \$500 million of the Company’s common stock at the Company’s sole discretion, subject to certain restrictions and closing conditions. Any proceeds from the equity line, which included no commitment fee, will be used for general corporate purposes and to further the Company’s Solana treasury strategy.

Allan Marshall, Upexi’s Chief Executive Officer, stated, “The equity line gives Upexi additional means and flexibility to raise capital and increase its Solana position. The equity line was negotiated with zero fees and particularly friendly terms, and represents an attractive cost of capital. Upexi now has a multitude of tools to raise capital in the most cost-effective and accretive manner to build on its growing Solana treasury.”

A.G.P./Alliance Global Partners is acting as the sole sales agent in connection with the equity line.

**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](http://www.upexi.com).

Follow Upexi on X - <https://twitter.com/upexitreasury>

Follow CEO, Allan Marshall, on X - [https://x.com/marshall\\_a22015](https://x.com/marshall_a22015)

Follow CSO, Brian Rudick, on X - <https://x.com/thetinyant>

**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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**Media Contact**

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**Investor Relations Contact**

KCSA Strategic Communications

Valter Pinto, Managing Director

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Phone: (212) 896-1254

**Upexi to Participate in Fireside Chat at Canaccord Genuity's 45th  
Annual Growth Conference on August 12<sup>th</sup>-14<sup>th</sup>**

**TAMPA, Fla., July 30, 2025** -- Upexi, Inc. (NASDAQ: UPXI) (the "Company" or "Upexi"), a brand owner specializing in the development, manufacturing and distribution of consumer products with diversification into the cryptocurrency space, today announced that management will participate in a fireside chat moderated by Joseph Vafi, Managing Director of Equity Research at Canaccord Genuity LLC, on Wednesday, August 13th at 1:30 p.m. ET at the Canaccord Genuity 45<sup>th</sup> Annual Growth Conference taking place at the InterContinental in Boston, MA. Presentation details, including a link to the live webcast, can be found below.

**Canaccord Genuity Conference:**

**Dates:** August 12-14, 2025

**Location:** InterContinental Boston, Boston, MA

**Fireside Chat Date and Time:** Wednesday, August 13th at 1:30 p.m. ET

**Fireside Chat Location:** Abigail Adams C Ballroom

**Presenters:** Allan Marshall, Chief Executive Officer and Brian Rudick, Chief Strategy Officer

**Webcast:** <https://ir.upexi.com/news-events/ir-calendar>

To schedule a one-on-one meeting with Upexi's management team, please email KCSA Strategic Communications at [Upexi@KCSA.com](mailto:Upexi@KCSA.com).

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Follow Upexi on X - <https://x.com/upexitreasury>

Follow CEO, Allan Marshall, on X - <https://x.com/UpexiAllan>

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