

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): August 12, 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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001	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 8.01 Other Events.

On August 12, 2025, Upexi, Inc. (the “Company”) issued a press release announcing it had established an Advisory Committee, to optimize performance, increase visibility, and unlock capital raising opportunities. In conjunction with the announcement, the Company announced that joining the Advisory Committee as the first member is Arthur Hayes. 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.

The information in Item 8.01, including Exhibit 99.1 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 August 12, 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 15, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer

Upexi Establishes Advisory Committee and Welcomes Arthur Hayes as First Member

Additional members to join the Advisory Committee in the coming weeks to optimize performance, increase visibility and unlock capital raising opportunities

Arthur brings deep expertise, exposure and connectivity to both digital assets and traditional finance

TAMPA, Fla., August 12, 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 the establishment of the Upexi Advisory Committee, composed of highly prominent individuals from the digital assets and traditional finance industries. Upexi will seek to leverage the expertise, visibility and network of the Advisory Committee by:

- Accessing members' world-leading cryptocurrency, financial and legal/regulatory expertise for optimized decision-making and performance
- Harnessing members' commanding visibility, industry stature and influence to elevate Upexi's brand and presence
- Utilizing members' unparalleled connectivity and network to unlock high-impact initiatives, including capital raising efforts

In conjunction with the establishment of the Advisory Committee, Upexi today has welcomed Arthur Hayes (Twitter: @CryptoHayes) as its first member. A former equity derivatives trader at Deutsche Bank and Citigroup, Arthur's deep financial acumen and bold vision quickly propelled him to the forefront of the digital assets space, where he co-founded BitMEX, one of the world's largest cryptocurrency exchanges, and revolutionized digital asset trading with the invention of the perpetual swap – the most widely-traded crypto financial product of all time. Arthur is widely regarded as a thought leader whose market insights and macroeconomic commentary are followed closely by investors around the world. His fearless approach to innovation and profound impact on the industry has cemented his legacy as one of the space's most iconic and respected voices.

Allan Marshall, Upexi's Chief Executive Officer, stated, "The Advisory Committee will be a catalyst for Upexi's next stage of growth – driving performance, amplifying our brand and unlocking transformative opportunities. It will expand our footprint in the Solana ecosystem through strategic partnerships and targeted investments and help us champion Solana among institutions and corporates. With our culture of innovation and unique position at the intersection of cryptocurrencies and traditional finance, there is no more fitting inaugural member than Arthur Hayes."

"Maelstrom, an investment fund focused on digital assets, backed Upexi months ago due to its clear treasury model expertise, deep connectivity to traditional finance, and a risk-conscious strategy designed to maximize value while resonating with a broad spectrum of investors," said Arthur Hayes. "Since then, Upexi has executed on its vision with precision, and I'm eager to help cement its position as the definitive Solana treasury company."

Additional Advisory Committee members will be announced over the coming weeks, with Committee-related content and initiatives forthcoming over the coming year and beyond. See www.upexi.com/advisorycommittee for more information and to stay up to date.

Arthur Hayes is the CIO of Maelstrom, a family office that invests across the crypto ecosystem. He is also the co-founder of BitMEX – the first crypto unicorn. Prior to entering the crypto industry, he worked as a trader in the capital markets divisions of Deutsche Bank and Citibank. Arthur holds a Bachelors of Economics from the Wharton School of Business. He has appeared on major business news networks including Bloomberg and CNBC. He is active on X ([@cryptohayes](https://twitter.com/cryptohayes)) and releases a monthly newsletter ([Crypto Trader Digest](#)) read by thousands of investors globally.

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

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

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

About Maelstrom

Maelstrom is an investment fund focused on digital assets. It is managed by the family office of Arthur Hayes (co-founder, BitMEX). The fund's mandate is to build a portfolio of infrastructure companies that will serve as the foundation of the next wave of trustless decentralization. Website: Maelstrom.Fund

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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.

Maelstrom

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