

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 22, 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 August 22, 2025, Upexi, Inc. (the “Company”) executed and closed an agreement with Alpha Exchange, a next-generation cryptocurrency trading platform built to serve both new and experienced investors, under which the Company invested \$750,000 in exchange for a royalty equal to 14.9% of all future gross revenue generated by Alpha Exchange Platform. The agreement also provides for two additional investments: an additional \$250,000 upon completion of the platform and achievement of 10,000 active users, which would increase the Company’s royalty interest to 19.9% of gross revenue, and another additional \$250,000 investment upon the achievement of 25,000 active users. At that stage, the Company will have the option to either maintain its 19.9% royalty in perpetuity or convert a portion of its interest into a 9.99% equity stake in Alpha Exchange on a fully diluted basis.

The information in Item 8.01 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
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 27, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer