

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): December 2, 2025

UPEXI, INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-40535</u> (Commission File Number)	<u>83-3378978</u> (I.R.S. Employer Identification No.)
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**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 December 2, 2025, Upexi, Inc. (the “Company”) issued a press release announcing the closing of a private placement offering of 3,289,474 shares of common stock and warrants to purchase up to 3,289,474 shares of common stock at a combined purchase price of \$3.04. Aggregate gross proceeds were approximately \$10 million, with the potential for an approximately additional \$13 million following the cash exercise of the warrants, before deducting placement agent fees and other estimated offering expenses payable by the Company. 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.

On December 3, 2025, the Company issued a press release announcing details of its participation in three investor conferences in the month of December 2025. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein.

The information in Item 8.01, including Exhibit 99.1 and Exhibit 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.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of Upexi, Inc., dated December 2, 2025</a>
<a href="#">99.2</a>	<a href="#">Press Release of Upexi, Inc., dated December 3, 2025</a>
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: December 5, 2025

/s/ Andrew J. Norstrud

Name: Andrew J. Norstrud

Title: Chief Financial Officer

**Upexi, Inc. Announces Closing of up to \$23 Million Private Placement Common Stock and Warrants Offering**

TAMPA, FL / Access Newswire / December 2, 2025 / Upexi, Inc. (NASDAQ: UPXI) (the “Company” or “Upexi”), a leading Solana-focused digital asset treasury company and consumer brands owner, today announced the closing of a private placement offering of 3,289,474 shares of common stock (or common stock equivalents in lieu thereof) and warrants to purchase up to 3,289,474 shares of common stock at a combined purchase price of \$3.04 (the “Offering”). Aggregate gross proceeds were approximately \$10 million from the Offering, with the potential for an additional approximately \$13 million following the cash exercise of the warrants, before deducting placement agent fees and other estimated offering expenses payable by the Company. The Company expects to use the net proceeds from the Offering for working capital, general corporate purposes and its internally managed, SOL maximum return strategy.

A.G.P./Alliance Global Partners is acting as the sole placement agent in connection with the Offering.

The offer and sale of the foregoing securities are being made in a transaction not involving a public offering, and the securities have not been and will not initially be registered under the Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws. Accordingly, the securities may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws. Pursuant to the terms of the securities purchase agreement entered into with the investor, the Company filed a registration statement with the U.S. Securities and Exchange Commission (the “SEC”) on December 1, 2025, covering the resale of the shares of common stock issued or underlying common warrants issued to the investors and agreed to use commercially reasonable efforts to have the registration statement declared effective within 60 days following the closing of the Offering.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

**About Upexi, Inc.:**

Upexi, Inc. (Nasdaq: UPXI) is a leading digital asset treasury company, where it aims to acquire and hold as much SOL as possible in a disciplined and accretive fashion. In addition to benefiting from the potential price appreciation of Solana - the cryptocurrency of the leading high-performance blockchain - Upexi utilizes three key value accrual mechanisms in intelligent capital issuance, staking, and discounted locked token purchases. The Company operates in a risk-prudent fashion to position itself for any market environment and to appeal to investors of all kinds, and it currently holds over two million SOL. Upexi also continues to be a brand owner specializing in the development, manufacturing, and distribution of consumer products. Please see [www.upexi.com](http://www.upexi.com) for more information.

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>

**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 potential exercise of the warrants and the potential additional gross proceeds from such exercise, and 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**

Brian Rudick, Chief Strategy Officer  
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Phone: (203) 442-5391

**Investor Relations Contact**

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Valter Pinto or Jack Perkins  
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**Media Relations Inquiries**

Greg or Katie @STiR-communications.com  
[STiR-communications.com](mailto:STiR-communications.com)

SOURCE: Upexi

**Upexi to Participate in Upcoming December Investor Conferences**

TAMPA, Fla., December 3, 2025 -- Upexi, Inc. (NASDAQ: UPXI) (“Upexi” or the “Company”), a leading Solana-focused digital asset treasury company and consumer brands owner, today announced that management will participate in the following December 2025 investor conferences. Details for each conference can be found below. The link to webcasted presentations can be found on our Investor Relations website here: <https://ir.upexi.com/news-events/ir-calendar>.

**Benchmark’s 14th Annual Discovery 1x1 Investor Conference**

**Date:** December 4, 2025, 8:45 AM – 3:40 P.M. ET

**Location:** New York Athletic Club, New York City

**Attendees:** Brian Rudick, Chief Strategy Officer

**Type:** Investor Meetings

**Solana Breakpoint 2025**

**Date:** December 11-13, 2025

**Location:** Etihad Arena, Abu Dhabi, United Arab Emirates

**Attendees:** Allan Marshall, CEO & Director, Brian Rudick, Chief Strategy Officer

**Type:** Panel

**Panel Date and Time:** December 12, 2025, 2:00 PM – 2:30 PM GST

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

**Webull CCS Investment Crypto/DAT Webinar**

**Date:** December 17, 2025, 2:00 P.M. ET

**Location:** Virtual

**Attendees:** Brian Rudick, Chief Strategy Officer

**Type:** Presentation

**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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