

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): February 4, 2026**

**UPEXI, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-40535</b> (Commission File Number)	<b>83-3378978</b> (I.R.S. Employer Identification No.)
<b>3030 N. Rocky Point Drive, Suite 420 Tampa, FL 33607</b> (Address of Principal Executive Offices) (Zip Code)		
<b>(727) 287-2800</b> (Registrant's telephone number, including area code)		
<b><u>Not Applicable</u></b> (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
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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 1.02 — Termination of a Material Definitive Agreement**

On February 4, 2026, Upexi, Inc. (the “Company”) delivered written notice to A.G.P./Alliance Global Partners (“AGP”) terminating the Common Stock Purchase Agreement dated July 25, 2025 between the Company and AGP (the “Agreement”), pursuant to Section 8.2 thereof.

The termination will become effective at 5:00 p.m. Eastern Time on February 12, 2026. The Agreement was terminated for convenience in accordance with its terms and not as a result of any breach by either party.

The foregoing description of the termination is qualified in its entirety by reference to the termination notice, which is filed as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

Exhibit No.	Exhibit Description
<a href="#">99.1</a>	<a href="#">Termination Notice dated February 4, 2026</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: February 4, 2026

*/s/ Andrew J. Norstrud*

Name: Andrew J. Norstrud

Title: Chief Financial Officer



**Andrew Norstrud**  
*Chief Financial Officer*  
Upexi, Inc. (NASDAQ:UPXI)  
3030 N. Rocky Point Dr. W, #420  
Tampa, FL 33607

February 4, 2026

**Via Email Only: atm@alliancecg.com**

A.G.P./Alliance Global Partners  
590 Madison Avenue  
New York, NY 10022

Attention: Thomas J Higgins

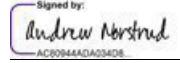
Re: Termination of Common Stock Purchase Agreement Dear Mr. Higgins:

In accordance with the provisions of Section 8.2 of the Common Stock Purchase Agreement (the “Agreement”) between Upexi, Inc. (the “Company”) and A.G.P./Alliance Global Partners (“AGP”), this correspondence shall serve as notice that the Company hereby elects to terminate the Agreement as of 5:00 PM February 12, 2026.

We thank you for your efforts in this regard thus far.

Very truly yours,

UPEXI, INC.

Signed by:  
By:   
ACB09444/DA0340B  
Name: Andrew Norstrud  
Title: Chief Financial Officer

cc: James T. Seery, Esq.  
Peter Campitiello, Esq.