
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)

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 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
99.1	Termination Notice dated February 4, 2026
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@allianceg.com

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

Attention: Thomas J Higgins

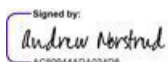
Re: Termination of Common Stock Purchase Agreement Dear Mr. Higgins:

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.

Vert truly yours,

UPEXI, INC.

By: _____
Name: Andrew Norstrud
Title: Chief Financial Officer

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