
**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 8, 2024

UHF LOGISTICS GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-363598
(Commission
File Number)

84-2099590
(IRS Employer
Identification No.)

150 East Palmetto Park Rd, Suite 800, Boca Raton FL 33432
(Address of Principal Executive Offices)

(561) 465-7580
(Registrant's Telephone Number, Including Area Code)

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 (*see* General Instruction A.2. below):

- ☐ 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))

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 ☒ [X]

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. ☒ [X]

Item 1.01. Restatement of pre-merger financial statements.

General

UHF Logistics Group, Inc announces a planned restatement of financial statements for periods prior to the merger of Entrex Carbon Market, LLC which closed with UHF Logistics Group, Inc on 04/28/2023.

Current management shall use a closing date (04/28/2023) Balance Sheet, attached, which the pre-merger Board representative believes represents the entity at the closing of the merger transition.

Statements filed prior to the closing date include Entrex as a subsidiary which is inappropriate pursuant to the LOI executed by the pre-merger UHF Logistics Group, Inc., Board April 07, 2023 which closed April 28, 2023.

Amended Financial Statements will be filed via OTCIQ upon the finalization of Name and Symbol change approval from FINRA.

SIGNATURE

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.

Dated: April 12, 2024

UHF LOGISTICS GROUP, INC

By: /s/ Stephen H. Watkins

Name: Stephen H. Watkins

Title: Chief Executive Officer

UHF LOGISTICS GROUP, INC.

UHF BOARD PROVIDED
PER-MERGER BALANCE SHEET
APRIL 28, 2023
(Unaudited)

	April 28, 2023
Assets	
Current Assets	
Cash and Cash Equivalents	\$ -
Accounts Receivable	\$ -
Total Current Assets	\$ -
Other Assets	
Executed Projects	\$ -
Total Other Assets	\$ -
Total Assets	<u>\$ -</u>
Liabilities	
Current Liabilities	
Accounts Payable	\$ 0.00
Vendor Accruals	\$ -
Note(s) Payable	\$ -
Due to Related Party	\$ 0.00
Total Current Liabilities	\$ 0.00
Total Liabilities	<u>\$ 0.00</u>
Stockholders' Equity (Deficit)	
Common Stock, par value \$0.001, 300,000,000 authorized shares 208,816,666 shares issued and outstanding as at February 28, 2022	\$ 208,817.00
Additional Paid in Capital	\$ 6,126,976.00
Retained Earnings (Accumulated Deficit)	\$ (6,126,976.00)
Accumulated Other Comprehensive Income	\$ -
Total Stockholders' Equity (Deficit)	<u>\$ -</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u><u>\$ -</u></u>