

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Genius Group Limited

(Exact Name of Registrant as Specified in Its Charter)

Singapore

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

**8 Amoy Street, #01-01
Singapore**

(Address of Principal Executive Offices)

049950

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be Registered

Name of Each Exchange on Which
Each Class is to be Registered

Ordinary shares, no par value per share

The NYSE American LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

**333-257700;
333-264046**
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the ordinary shares, no par value per share (the "**Ordinary Shares**"), of Genius Group Limited, a Singapore public limited company (the "**Company**"). The description of Ordinary Shares contained in the section entitled "Description of Share Capital" in the prospectus included in the Company's Registration Statement on Form F-1 (Registration No. 333-257700) originally filed with the Securities and Exchange Commission on July 6, 2021, as amended from time to time (the "**Registration Statement**"), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as the securities being registered on this form (a) are being registered on The NYSE American LLC, on which no other securities of the Registrant are registered and (b) are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

GENIUS GROUP LIMITED

By: /s/ Roger James Hamilton
Roger James Hamilton
Chief Executive Officer

Dated: April 11, 2022

