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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO
RULE 13A-16 OR 15D-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934**

For the month of January 2023

Commission File Number: 001-41353

Genius Group Limited

(Translation of registrant's name into English)

**8 Amoy Street, #01-01
Singapore 049950**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____.

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____.

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This Report on Form 6-K incorporates by reference the exhibit attached hereto which was released by the Company on the date specified in the exhibit list.

EXHIBIT INDEX

Exhibit

99.1 [Press Release dated January 30, 2023.](#)

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, thereunto duly authorized.

GENIUS GROUP LIMITED

Date: January 30, 2023

By: /s/ Roger James Hamilton
Name: Roger James Hamilton
Title: Chief Executive Officer and Chairman
(Principal Executive Officer)



**Genius Group Board Approves
\$37 Million Spinoff of Entrepreneur Resorts Ltd**

SINGAPORE, January 30, 2023 -Genius Group Limited (NYSE American: GNS) (“Genius Group” or the “Company”), a leading entrepreneur edtech and education group, announces today a plan approved by the Board for the spinoff of subsidiary Entrepreneur Resorts Ltd to create shareholder value.

Entrepreneur Resorts Ltd is a public listed company on the Seychelles MERJ Stock Exchange (ERL) with a share price of \$2.75 and market cap of \$37 million, with 97% of outstanding shares owned by Genius Group. The company was acquired in June 2020 in an all-share swap, with shareholders in ERL receiving shares in Genius Group.

Entrepreneur Resorts Ltd operates a Bali resort, South Africa safari and co-working cafes in Bali and Singapore. The process of the spinoff is now underway following approval by the Board at Genius Group’s Board Meeting on January 18, 2022.

The spinoff will follow the Singapore legal process of a company restructure and capital reduction, and will be subject to shareholder approval and possibly a court order. If approved, it will result in all shareholders of Genius Group receiving an equal percentage of shares in ERL.

The Board believes the spinoff will be of benefit to shareholders, as it will streamline and rationalize the group’s operations into Genius Group Ltd with its Edtech focus, and Entrepreneur Resorts Ltd, with its hospitality focus, enabling the management teams of both companies to grow their respective business models most effectively.

Genius Group CEO, Roger Hamilton, stated “We are fortunate to already have two public listed companies within the group, making a spinoff a viable option. While the MERJ exchange does not have high trading liquidity like the NYSE American, our future plan is to list Entrepreneur Resorts on a larger exchange.”

About Genius Group

Genius Group is a world leading entrepreneur Edtech and education group, with a mission to disrupt the current education model with a student-centered, life-long learning curriculum that prepares students with the leadership, entrepreneurial and life skills to succeed in today’s market. The group has a group user base of 4.3 million users in 200 countries, ranging from ages 0 to 100.

Contacts

Investors:
Flora Hewitt, Vice President of Investor Relations and Mergers and Acquisitions
Email: investor@geniusgroup.net

Media Contacts: Adia PR
Email: gns@adiapr.co.uk

US Investors:
Dave Gentry
RedChip Companies Inc
1-800-RED-CHIP
GNS@redchip.com
