
**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 March, 2024

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.

Closing of FatBrain Transaction

On March 14, 2024 and March 18, 2024, via press release, Genius Group, Ltd. announced the consummation of the purchase of the issued and outstanding equity interests of FB Primesource Acquisition LLC. The structure leaves Genius Group Ltd as the parent company with the FatBrain assets existing in a wholly owned subsidiary of the parent company, which will continue to trade on NYSE American under the ticker NYSEAmerican:GNS as a Singapore-based company with its consolidated financials compliant with IFRS Standards.

Termination of Auditor Relationship

On March 13, 2024, Marcum LLP sent a letter to the Company terminating the auditor client relationship. The Company believes that the termination is not as a result of a disagreement between the two entities. The Company is in the process of engaging a new independent auditor and intends to file its Annual Report on Form 20-F within the time periods specified by U.S. securities regulations.

The information in this Current Report on Form 6-K attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit Index

Exhibit

- | | |
|------|---|
| 99.1 | Letter from Marcum, LLP dated March 13, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |
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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: March 19, 2024

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



TERMINATION OF CLIENT-AUDITOR RELATIONSHIP

March 13, 2024

Roger Hamilton, Chief Executive Officer
Richard Berman, Chairman of the Audit Committee
Genius Group Limited
8 Amoy Street #01-01,
Singapore

Re: Genius Group Limited

Dear Roger and Richard:

This is to confirm that the client-auditor relationship between Genius Group Limited (Commission File Number 001-41353) and Marcum LLP has ceased effective March 13, 2024.

Very truly yours,

A handwritten signature in black ink that reads "Marcum LLP". The signature is written in a cursive, flowing style.

Marcum LLP

Sent Via E-Mail [roger@geniusgroup.net & richardjberman@gmail.com]

cc: Office of the Chief Accountant
Securities and Exchange Commission
Via E-Mail: SECPSletters@sec.gov