
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 April, 2025

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.

Board Resolutions

On April 3, 2025, the Company's Board signed a resolution that:

Acknowledged that, due to the ongoing threat to the Company and its shareholders by the officers of LZGI, Peter Ritz and Michael Moe, including the ongoing preliminary injunction against the Company by the United States District Court for the Southern District of New York ("SDNY") preventing the Company from issuing shares, raising funds and purchasing Bitcoin, the Company is being forced by the US Courts to:

(a) be in danger of delisting from NYSE American with no normal means of regaining compliance such as a reverse split or injection of investor capital, all of which would require issuing new shares,

(b) be in breach of all the Company's employment contracts, including with all Directors and Officers, and in breach of Singapore law, by being legally blocked from fulfilling the Company's share compensation terms through the issuance of new shares, and

(c) have no way of protecting the company from a hostile takeover through the measures being voted for by shareholders at the April 7, 2025 EGM including the approval of super-voting shares, as the injunction prevents the Company from issuing any shares, which would include super-voting shares; and

the Company should take immediate action to protect itself and its shareholders from the threat of delisting and takeover through the following resolutions, whereby whilst the Company is legally blocked from selling shares, it is free to purchase its shares and hence increase the Company's NAV per share, increase the Company's BTC per share, subsequently potentially increasing the Company's share price and reducing the risk of both delisting and takeover; and

Resolved that the management be directed to proceed with the Board's earlier resolution to effect a share buyback of up to 20% of the Company's issued share capital, subject to shareholder approval at the EGM held April 7, 2025, the timing of which is at the discretion of management; and

Resolved that that in order for the Company to meet its obligations under Singapore law and be compliant with its statutory duty to compensate employees in accordance with their contractual entitlements, the Board approved the conversion of all existing employee share entitlements up to and including 2025 into equivalent cash payouts; and

Resolved that employees are granted permission to voluntarily reinvest their respective cash payouts into shares of the Company by purchasing such shares directly on the open market as individual investors, subject to applicable securities laws; and

Resolved that, subject to shareholder approval of the Company's updated constitution, at the EGM held April 7, 2025, which provides for the issuance of a new class of super-voting shares with 10 votes per shares, the Board approves the conversion of 3,000,000 of Roger Hamilton's ordinary shares to super-voting shares, such that there are no issuance of new shares but rather the conversion of existing shares.

Annual General Meeting

On April 7, 2025, Genius Group Limited (the “Company”) held an Extraordinary General Meeting at Genius Central Singapore Pte Ltd, 7 Amoy Street #01-01 Far East Square Singapore 049949 at 4:00 p.m. (Singapore time) (the “EGM”), for the purpose of considering and if thought fit, passing, with or without amendments, the ordinary and special resolution below:

PROPOSAL 1. Ordinary Resolution - To authorize the proposed share buyback mandate

For	Against	Total Shares Voted
15,274,102 (97.47)%	396,942 (2.53)%	15,671,044

Based on the foregoing votes, Proposal 1 was approved.

PROPOSAL 2. Special Resolution – To adopt the new constitution.

For	Against	Total Shares Voted
14,515,810 (94.56)%	835,585 (5.44)%	15,351,395

Based on the foregoing votes, Proposal 2 was approved.

Exhibit

99.1 [Genius Group approves share buyback for 20% of issued shares](#)

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: April 9, 2025

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



Genius Group approves share buyback for 20% of issued shares

SINGAPORE, April 9, 2025 - Genius Group Limited (NYSE American: GNS) ("Genius Group" or the "Company"), a leading AI-powered, Bitcoin-first education group, today announced that shareholders voted 97.5% in favor of a share buyback.

Based on receiving shareholder approval at its April 7, 2025, the Company's Board has instructed management to proceed with the share buyback, with the timing of the buyback at the management's discretion. The buyback is for up to 20% of the Company's shares, which is the maximum permitted by Singapore law to be approved at an EGM and shall be effected in compliance with any and all Singapore, federal securities law and NYSE requirements.

Furthermore, the Company has previously reported it has been unable to issue shares related to its long-standing employee share compensation plan, in compliance with Singapore employment laws as a result of the Preliminary Injunction (PI) issued by the United States District Court Southern District of New York (SDNY), which has been in effect since March 13, 2025.

To regain legal compliance in Singapore, the Company's Board has approved for all compensation that should have been paid through share issuances to be paid in cash instead, and it has granted permission for the effected employees to voluntarily reinvest their respective cash payouts into shares of the Company by purchasing shares directly on the open market as individual investors, subject to applicable securities laws.

Roger Hamilton, CEO of Genius Group, said *"Whilst a US court has blocked us from selling our shares, there is no block on buying our shares. The vote by our shareholders overwhelmingly in favor of a share buyback indicates their support of our efforts to protect Genius Group and our shareholders in the face of the excessive restrictions imposed by the court on our operations."*

"We have continued and will continue to bring to the court's attention through all avenues open to us the fraud being perpetrated on both the court and the company that has led to the current block on our ability to raise financing, pay employees, fund our growth or buy Bitcoin."

About Genius Group

Genius Group (NYSE: GNS) is a Bitcoin-first business delivering AI powered, education and acceleration solutions for the future of work. Genius Group serves 5.4 million users in over 100 countries through its Genius City model and online digital marketplace of AI training, AI tools and AI talent. It provides personalized, entrepreneurial AI pathways combining human talent with AI skills and AI solutions at the individual, enterprise and government level. To learn more, please visit www.geniusgroup.net.

For more information, please visit <https://www.geniusgroup.ai/>

Forward-Looking Statements

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as "may," "will," "plan," "should," "expect," "anticipate," "estimate," "continue," or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading "Risk Factors" in the Company's Annual Reports on Form 20-F, as may be supplemented or amended by the Company's Reports of a Foreign Private Issuer on Form 6-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise. No information in this press release should be construed as any indication whatsoever of the Company's future revenues, results of operations, or stock price.

Contact

For enquiries, contact investor@geniusgroup.ai
