
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 June, 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.

On June 10, 2025, Genius Group, Ltd. (the "Company") entered into an asset purchase agreement to purchase the assets of Enterprise Resorts Limited ("ERL") consisting mainly of the stock of its subsidiaries and the assets thereof (the "Assets"). The Purchase Price shall be 50,000,000 ordinary shares which shall be issued in restricted form in a private placement transaction exempt from registration under Section 4(a)(2) of the Securities Act of 1933. Subsequent to closing of the transaction, the parties intend for GNS to file a resale registration statement and for other steps to be taken in order for the shares to be distributed to the shareholders of ERL. Closing of the transaction is subject to standard closing conditions, including, but not limited to, compliance with all securities laws and filings with respect thereto and the filing of a SLAP application with NYSE and clearance thereof with NYSE. The asset purchase agreement contains other customary and usual terms for a transaction of this type including representations and warranties and covenants.

The transaction was approved by Board of Directors of the Company on June 10, 2025, with Roger Hamilton and Eva Mantizou abstaining. Mr. Hamilton is also the CEO of ERL and thus refrained from involvement in any negotiations or approval of the transaction on behalf of either the Company or ERL.

The Company also files as Exhibit 99.1 the press release issued today regarding the status of its bitcoin holdings.

EXHIBITS

10.1 [Asset Purchase Agreement](#)
99.1 [Press Release dated June 16, 2025](#)

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: June 16, 2025

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

**Genius Group increases Bitcoin Treasury to 100 Bitcoin.**

SINGAPORE, June 16, 2025 - Genius Group Limited (NYSE American: GNS) ("Genius Group" or the "Company"), a leading AI-powered, Bitcoin-first education group, today announced that further to the favorable ruling by the U.S. Court of Appeals on May 6, 2025, allowing Genius Group to resume buying Bitcoin, the Company has increased its Bitcoin Treasury by 52% to 100 Bitcoin.

Over the last month, the Company has increased its Bitcoin Treasury by an additional 52%, with the purchase of 34 Bitcoin. The Company currently holds 100 Bitcoin purchased for \$10.06 million, at an average price of \$100,600 per Bitcoin.

The Company maintains its target to build its Treasury to 1,000 Bitcoin.

Roger Hamilton, CEO of Genius Group, said "We launched our Bitcoin Treasury in November 2025, and believe we were one of the first Bitcoin Treasury companies on the New York Stock Exchange (NYSE) American. We also believe that subsequent to our announcement, we were one of the only companies legally prevented from buying Bitcoin by a US court."

"We're pleased to be able to have regained the right to manage our company's capital in the way our Board and shareholders sees fit. Our 100 Bitcoin milestone is a significant step towards our 1,000 Bitcoin target."

About Genius Group

Genius Group (NYSE: GNS) is an AI powered education group with a Bitcoin-first treasury, delivering education and acceleration solutions for the future of work. Genius Group serves 5.8 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 <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.

Contacts

For enquiries, contact investor@geniusgroup.ai
