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**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 July, 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.

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**Exhibit Index**

**Exhibit**

EX 99.1 [Genius Group approves and initiates 20% share buyback, buys back one million shares.](#)

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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: July 10, 2025

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

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**Genius Group approves and initiates 20% share buyback,  
buys back one million shares.**

**SINGAPORE, July 10, 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 receiving shareholder and board approval for a share buyback of up to 20% of the Company's issued ordinary shares, on July 9, 2025 the Company bought back one million shares of its stock on the open market at an average price of \$1.30 per share.

At Genius Group's Annual General Meeting (AGM) on July 7, 2025, Company shareholders voted 98.8% in favor of a proposed share buyback mandate which authorizes the Board to buy back up to 20% of the Company's issued ordinary shares at any time over the next twelve months or until the Company's next AGM.

Further to the shareholder approval, on July 8, 2025, the Company's Board passed a resolution authorizing the CEO to execute the share buyback for up to 100% of the total shareholder approved buyback limit of up to 20% of the Company's issued Class A Ordinary Shares, in such manner, proportion and timing as he deems most appropriate to preserve shareholder value.

On July 9, 2025, the Company's CEO, Roger Hamilton, executed a buy back of one million shares of the company's ordinary shares at an average price of \$1.30 per share.

The one million repurchased shares represent 7% of the permitted shares to be repurchased based on the approved share buy back mandate. The repurchased shares have been returned to the Company's treasury.

In executing the buy back, the Company and the Company's broker followed the guidelines in Rule 10b-18 and Rule 10b-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to ensure compliance and a non-exclusive safe harbor in relation to the repurchase of its shares.

The Company may elect to execute further buy backs within the parameters of its approved mandate in such manner, proportion and timing as it deems most appropriate to preserve shareholder value based on economic and market dynamics, together with the Company's share price relative to the Company's current and anticipated enterprise value and net asset value.

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#### **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 5.8 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/>. The Company filed its Annual Report for the year ended December 31, 2024 on Form 20-F, with the SEC on April 30, 2025. A fully copy is available at <https://ir.geniusgroup.net/sec-filings/annual-reports>. A hard copy of the Annual Report is available from the Company upon written request at [investor@geniusgroup.ai](mailto:investor@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](mailto:investor@geniusgroup.ai)

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