

# SECURITIES AND EXCHANGE COMMISSION

## FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2023-03-01** | Period of Report: **2023-03-01**  
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### FILER

#### Genius Group Ltd

CIK: **1847806** | IRS No.: **000000000** | State of Incorpor.: **U0** | Fiscal Year End: **1231**  
Type: **6-K** | Act: **34** | File No.: **001-41353** | Film No.: **23689659**  
SIC: **8200** Educational services

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6589401200

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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 March 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.

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**INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

On February 27, 2023, Genius Group Ltd. filed a complaint in the Federal District Court in the Southern District of New York against Alto Opportunity Master Fund, Ayrton Capital, and Waqas Khatri with whom Genius had entered into an \$18 million loan agreement in August 2022 (the "Agreement"). The lawsuit seeks, *inter alia*, an order rescinding the transaction consummated under the Agreement and declaring the Agreement null and void ab initio. The basis of Genius' claim is that Ayrton acted as an unregistered dealer, pursuant to an unlawful scheme to acquire millions of ordinary shares of Genius Group at discounted prices in order to sell them at an enormous profit.

Genius has alleged that Ayrton violated multiple sections of the Securities Exchange Act of 1934 including Sections 10b, 13, 15 and 16. To date, Ayrton has not responded to the complaint. It is premature at this time to opine or predict the final outcome of this litigation.

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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 1, 2023

By: /s/ Roger James Hamilton

Name: Roger James Hamilton

Title: Chief Executive Officer and Chairman  
(Principal Executive Officer)

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