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ARRUDA, NO. 769 ROOM 20-BI, ITAIM BIBI SAO PAULO D5 04532-082 6-K 1 ea0227332-6k_nvngroup.htm REPORT
OF FOREIGN PRIVATE ISSUER Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON,
D.C. 20549 Â FORM 6-K Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16Â
UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of January 2025 Â Commission File Number:
001-41823 Â Nvni Group Limited Â P.O. Box 10008, Willow House, Cricket Square Grand Cayman, Cayman Islands
KY1-1001 (Address of principal executive office) Â Indicate by check mark whether the registrant files or will file
annual reports under cover of Form 20-F or Form 40-F. Â Form 20-F â~Â Â Â Â Â Â Â Â Form 40-F â~Â Â Â Â Â Â
Â Notification of Cured Deficiency from The Nasdaq Stock Market LLC Â As previously reported, on November 12,
2024, Nvni Group Limited (the “Company”) received a staff determination letter from the staff of the Listing
Qualifications Department ofÂ The Nasdaq Stock Market LLC (the “Nasdaq”) notifying the Company that since the
Company had not yet filed its Annual Report on Form 20-F for the fiscal year ended December 31, 2023 (the “2023
Annual Report”) with the U.S. Securities and Exchange Commission (the “Commission”), the Company was not in
compliance with Nasdaq Listing Rule 5250(c)(1) and the staff had determined to delist the Company’s ordinary
shares and warrants from Nasdaq unless the Company timely appealed the staff’s determination before the Nasdaq
Hearings Panel (the “Panel”). Â On November 15, 2024, the Company timely appealed the determination pursuant
to the procedures set forth in the Nasdaq Listing Rules and scheduled a hearing before the Panel for January 14, 2025.
On December 26, 2024, the Company filed the 2023 Annual Report. Â On January 8, 2025, the Company received a
letter from Nasdaq notifying the Company that based on the filing of the 2023 Annual Report, Nasdaq has determined
that the Company complies with Nasdaq Listing Rule 5250(c)(1) and the hearing has been canceled. Accordingly, the
matter has been closed. Â Notification of Deficiency from The Nasdaq Stock Market LLC Â On January 9, 2025, the
Company received a notice from Nasdaq indicating that the Company is not currently in compliance with Nasdaq’s
Listing Rules due to the Company’s failure to file an interim balance sheet and income statement as of and for its
second quarter ended June 30, 2024 (the “Interim Financials”) on Form 6-K with the Commission. Pursuant to
Nasdaq Listing RuleÂ 5250(c)(2), the Company was required to file its Interim Financials no later than six months
following the end of its second quarter ended June 30, 2024, or December 31, 2024. The Company has not yet filed the
required Interim Financials. Â This notice received from Nasdaq has no immediate effect on the listing or trading of the
Company’s ordinary shares and warrants. Nasdaq has provided the Company with 60 calendar days, until March 10,
2025, to submit a plan to regain compliance. If Nasdaq accepts the Company’s plan, then Nasdaq may grant the
Company up to 180 days from the prescribed due date for the filing of its Interim Financials, or until June 30, 2025, to
regain compliance. Â The Company continues to work diligently to complete its Interim Financials and intends to file
its Interim Financial as soon as possible, after which the Company anticipates maintaining compliance with its
reporting obligations with the Commission and Nasdaq listing requirements. Â 1 Â Â SIGNATURE Â 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. Â Â NVNI GROUP LIMITED Â Â Â Date: January 10, 2025 By:
/s/ Pierre Schurmann Â Name:Â Pierre Schurmann Â Title: Chief Executive Officer Â Â 2 Â