UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-KÂ REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934Â Date of report: February 10, 2025Â Commission File Number: 001-38844Â GENFIT S.A. (Translation of registrantâ€™s name into English) Â Parc EurasantÃ©885, avenue EugÃ¨ne AvinÃ©e59120 Loos, FranceÂ (Address of principal executive office)Â Indicate by check mark whether the registrant files or will file annual reports under coverof Form 20-F or Form 40-F:Â â˜’ Form 20-F Â Â Â Â Â Â â˜ Form 40-FÂ Â Â Â Â Â Â INCORPORATION BY REFERENCEÂ The contents of this report on Form 6-K (including Exhibit 99.1) are hereby incorporated byreference into the registrantâ€™s registration statement on Form F-3 (File No. 333-271312) and registration statement on Form S-8(File No. 333-271311) and related prospectuses, as such registration statements and prospectuses may be amended from time to time, andto be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filedor furnished. Information contained on, or that can be accessed through, any website included in Exhibit 99.1 is expressly not incorporatedby reference.Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â EXHIBIT LIST Â Â Â Â Exhibit Â Description Â Â 99.1 Â Press Release dated February 10, 2025. Â Â Â Â Â Â Â Â Â Â Â Â Â SIGNATURESÂ Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has dulycaused this report to be signed on its behalf by the undersigned, thereunto duly authorized.Â Â GENFIT S.A. Â Â Â Date: February 10, 2025 By: Â /s/ Pascal PRIGENT Â Â Â Name: Pascal PRIGENT Â Â Â Title: Chief Executive Officer Â Â Exhibit 99.1Â Â GENFITAnnounces Final Terms for Dual Proposal to the 2025 OCEANEs Holdersâ€¢Â Â Â Â Â Â In conjunction with the royalty financing deal with HealthCare Royalty (HCRx) announced onJanuary 30, 2025, GENFIT will request the consent of the holders of 2025 OCEANEs and proposes:â€¢Â Â Â Â Â Â to repurchase the 2025 OCEANEs at EUR 32.00 per bond from interested bondholders,or alternativelyâ€¢Â Â Â Â Â Â to pay a consent fee of EUR 0.60 per bond still outstanding after the upcoming bondholder meeting and cancellation of the repurchased2025 OCEANEsÂ â€¢Â Â Â Â Â Â Both proposals are subject to approval of the royalty financing by the 2025 OCEANEs bondholders at the upcoming bondholders meeting andclosing of the royalty financingÂ Â Lille(France), Cambridge (Massachusetts, United States), Zurich (Switzerland), February 10, 2025 - GENFIT (Nasdaqand Euronext: GNFT), a biopharmaceutical company dedicated to improvingthe lives of patients with rare and life-threatening liver diseases, today announced thefinal terms of the 2025 OCEANEs repurchase proposal and the consent fee that would be paidto the holders of 2025 OCEANEs still outstanding after cancellation of repurchased 2025 OCEANEs.Â ContextÂ OnJanuary 30, 2025, GENFIT announced that it has entered into a non-dilutive capped royalty financing agreement (the â€œRoyalty Financingâ€)with HealthCare Royalty (HCRx) for up to â¬185 million. This transaction significantly extendsGENFITâ€™s cash runway, including after the repayment of its bonds convertible into new shares and/or exchangeable into existingshares due October 16, 2025 (the â€œ2025 OCEANEsâ€). GENFIT also announced that it intended to offer to interested bondholdersto repurchase their 2025 OCEANEs.Â Inthe Royalty Financing, HCRx will be compensated and repaid out of a portion of the royalties which GENFIT is eligible to receive on salesof IqirvoÂ® (elafibranor) pursuant to its long-term strategic partnership with Ipsen. To secureits obligations under the Royalty Financing, GENFIT will transfer the corresponding royaltyreceivables to a French law trust (fiducie-sÃ»retÃ©) for the benefit of the holders of the royalty financingbonds.Â 1 Â Â Theterms and conditions of the 2025 OCEANEs contain a negative pledge clause which limits GENFITâ€™s ability to grant security intereststo its creditors on its present or future assets or revenues. Granting the fiducie-sÃ»retÃ©is not permitted under this clause. The closing of the Royalty Financing (i.e. the payment of the first â¬130 millionunder the Royalty Financing) is thus conditioned upon the holders of the 2025 OCEANEs approving an amendment to the negative pledge clause(the â€œAmendment of Termsâ€). If the Amendment of Terms is approved1,and the closing of the royalty financing is completed, GENFIT will pay a consent fee(the â€œConsent Feeâ€) to the holders of 2025 OCEANEs still outstanding after cancellation of the repurchased 2025 OCEANEs.Â Concurrentlywith the Amendment of Terms, GENFIT is proposing to repurchase the 2025 OCEANEs of any interested holder (theâ€œRepurchaseâ€ and, together with the Amendment of Terms, the â€œTransactionâ€).DualProposal to the 2025 OCEANEs holdersGENFITand Natixis, its Solicitation Advisor, have collected feedback from the 2025 OCEANEs holders in order to set the definitive terms ofthe Transaction.GENFITproposes:Â â€¢to repurchase 2025 OCEANEs at a price of EUR 32.00 per bond, or alternativelyâ€¢to pay a Consent Fee of EUR 0.60 per 2025 OCEANEÂ Inthe coming days, GENFIT will propose to all of the 2025 OCEANEs holders to enter into a Put Option Agreement, pursuant to which GENFITwill unconditionally and irrevocably undertake to repurchase the 2025 OCEANEs of such holder, subjectto approval by the general meeting of the 2025 OCEANEs holders of the Amendment of Termsand the closing of the Royalty Financing. After execution of the Put Option Agreement, theholder will have until several days after the closing of the Royalty Financing to exercise its option under the Agreement.Holdersof the 2025 OCEANEs who have not entered into the Put Option Agreement or who do not exercisetheir option will receive the Consent Fee.Asstated above, both the Repurchase and the payment of the Consent Fee are subject to (i) the approvalby the general meeting of the 2025 OCEANEs holders of the Amendment of Terms, and(ii)the closing of the Royalty Financing.Â Â Â Â Â 1The required quorum is 1/4 of the outstanding 2025 OCEANEs and the required majority is 2/3 of the 2025 OCEANEs holders presentor represented.Â 2 Â Â Â 2025OCEANEs holders interested in the Repurchase are invited to contact (i) with respect to qualified investors, GENFIT at investors@genfit.comor their usual sales contact at Natixis (the â€œSolicitation Advisorâ€), or at ld-m-equityflowsalescb@natixis.com or at ld-secm-syndicateteam@natixis.com, and (ii) with respect to retail holders, the 2025 OCEANEs BondholdersRepresentative (ReprÃ©sentant de la Masse) at genfit@aetherfs.com.TheConsent Fee will only be paid after the Repurchase has taken place. 2025 OCEANEs that have been bought back by GENFIT as part of theRepurchase (or that have been converted prior to 5:00p.m.(Paris time) on the date falling 2 business days prior to the date of payment of the Consent Fee) will thus not receive the Consent Fee.Theterms and conditions of the 2025 OCEANEs contain a clean-up call option at par if the total numberof 2025 OCEANEs still outstanding represents 15% or less of the number of 2025 OCEANEs originallyissued (that is 912,162 2025 OCEANEs or less, compared to 1,902,698 2025 OCEANEs outstandingas of today). GENFIT undertakes that, following the Repurchase, it will not exercise this clean-up call option until the 2025OCEANEs reach maturity.Inthe coming days, GENFIT will convene a general meeting of the 2025 OCEANEs holders, which is expectedto be held in early March. A Consent Solicitation Memorandum will be published, together with the documents required by French law.Theresults of the general meeting and the closing of the Royalty Financing will be announced in twosubsequent press releases.Natixisis acting as sole solicitation advisor to assist GENFIT to seek the consent of the holders of the2025 OCEANEs and in the repurchase of the 2025 OCEANEs. CMS Francis Lefebvre is acting as legaladvisor to GENFIT.Â Â ABOUTGENFITÂ GENFITis a biopharmaceutical company committed to improving the lives of patients with rare, life-threateningliver diseases whose medical needs

remain largely unmet. GENFIT is a pioneer in liver diseaseresearch and development with a rich history and a solid scientific heritage spanning more than two decades. Today, GENFIT hasbuilt up a diversified and rapidly expanding R&D portfolio of programs at various stages of development. The Company focuses on Acute-on-Chronic Liver Failure (ACLF). Its ACLF franchise includes five assets under development: VS-01,NTZ, SRT-015, CLM-022 and VS-02-HE, based on complementary mechanisms of action using differentroutes of administration. Other assets target other serious diseases, such as cholangiocarcinoma (CCA), urea cycle disorder (UCD) andorganic acidemia (OA). GENFIT's expertise in the developmentÂ 3 Â Â Â Â Â Â ofhigh-potential molecules from early to advanced stages, and in pre-commercialization, was demonstrated in the accelerated approval ofIqirvoÂ® (elafibranor2) by the U.S. Food and Drug Administration, the European Medicines Agency and the Medicines and HealthcareRegulatory Agency in the UK for Primary Biliary Cholangitis (PBC). Beyond therapies, GENFIT also has a diagnosticfranchise including NIS2+Â® in Metabolic dysfunction-associated steatohepatitis (MASH, formerly known as NASH for non-alcoholic steatohepatitis)and TS-01 focusing on blood ammonia levels. GENFIT is headquartered in Lille, France and has offices in Paris (France), Zurich(Switzerland) and Cambridge, MA (USA). The Company is listed on the Nasdaq Global Select Marketand on the Euronext regulated market in Paris, Compartment B (Nasdaq and Euronext: GNFT).In 2021, Ipsen became one of GENFIT's largest shareholders, acquiring an 8% stake in theCompany's capital.
www.genfit.comÂ Â FORWARDLOOKING STATEMENTSThispress release contains certain forward-looking statements, including those within the meaning ofthe Private Securities Litigation Reform Act of 1995 with respect to GENFIT, including, but not limitedto statements about the completion of the royalty financing and the timing of and the vote ofthe bondholders at the 2025 OCEANEs general meeting. The use of certain words, such as "believe","potential", "expect", â€œtargetâ€, â€œmayâ€, â€œwillâ€, "should", "could","if" and similar expressions, is intended to identify forward-looking statements. Although the Company believes itsexpectations are based on the current expectations and reasonable assumptions of the Companyâ€™smanagement, these forward-looking statements are subject to numerous known and unknown risksand uncertainties, which could cause actual results to differ materially from those expressed in, or implied or projected by,the forward-looking statements. These risks and uncertainties include, among others, the uncertainties inherent in research and development,including in relation to safety of drug candidates, cost of, progression of, and results from, ourongoing and planned clinical trials, review and approvals by regulatory authorities in theUnited States, Europe and worldwide, of our drug and diagnostic candidates, pricing, approval and commercial success of elafibranor inthe relevant jurisdictions, exchange rate fluctuations, and our continued ability to raise capital to fund our development, aswell as those risks and uncertainties discussed or identified in the Companyâ€™s public filingswith the AMF, including those listed in Chapter 2 "Risk Factors and Internal Control"of the Company's 2023 Universal Registration Document filed on April 5, 2024 (no. D.24-0246) with the AutoritÃ© des marchÃ©sfinanciers ("AMF"), which is available on GENFIT's website (www.genfit.fr) and theAMF's website (www.amf.org), and those discussed in the public documents and reports filed with the U.S. Securities and ExchangeCommission ("SEC"),Â Â 2Elafibranor is marketed and commercialized in the U.S by Ipsen under the trademark IqirvoÂ®.Â 4 Â Â Â includingthe Companyâ€™s 2023 Annual Report on Form 20-F filed with the SEC on April 5, 2024, the Half-YearBusiness and Financial Report dated September 19, 2024 and subsequent filings and reports filedwith the AMF or SEC or otherwise made public, by the Company. In addition, even if the results,performance, financial position and liquidity of the Company and the development of the industryin which it operates are consistent with such forward-looking statements, they may not bepredictive of results or developments in future periods. These forward-looking statements speak only as of the date of publication ofthis press release. Other than as required by applicable law, the Company does not undertake any obligation to update or reviseany forward-looking information or statements, whether as a result of new information, future eventsor otherwise.Â CONTACTSGENFIT| InvestorsÂ Tel:+33 3 2016 4000 | investors@genfit.comÂ GENFIT| MediaÂ StephanieBoyer â€“ Press relations | Tel: +333 2016 4000 | stephanie.boyer@genfit.comÂ Â Â 5Â