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DISTRICT BEIJING F4 102299 6-K 1 cleu\_6k.htm FORM 6-K cleu\_6k.htm 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-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of  
January 2025 Â Commission file number: 001-39259 Â China Liberal Education Holdings Limited Â 7th Floor, Building  
5, No. 2 Zhenxing Road, Changping District, Beijing, Peopleâ€™s Republic of China 102299 (Address of principal  
executive offices) 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 Form 40-F â˜'Â Â Â Â INFORMATION CONTAINED IN THIS FORM  
6-K REPORT Â On December 31, 2024, China Liberal Education Holdings Ltd (the "Company") entered into a warrant  
exchange agreement (the "Warrant Agreement") with certain holders of 320,000,000 warrants with customary anti-  
dilution clauses, each of which is exercisable to purchase three-fourths (3/4) ordinary shares of the Company with a par  
value of \$0.225 (the "Ordinary Shares"), after taking into account the effectuation of reverse stock split on December  
24, 2024 and the reset adjustment on December 30, 2024, pursuant to the Warrant Agreement, and which, collectively,  
are exercisable to purchase 240,000,000 Ordinary Shares in total (the "Exchange Shares"), at \$0.60 per share of the  
Company (the "Offering"). According to the Warrant Agreement, the warrant holders agreed to surrender 320,000,000  
Warrants for cancellation and the Company agreed, in exchange, to issue an aggregate of 240,000,000 Ordinary Shares  
to the Holders (the "Exchange Shares"). The Exchange Shares are being made pursuant to an effective prospectus  
supplement filed with the Securities and Exchange Commission on December 23, 2024, which offered the shares  
issuable upon the exercise of the Warrants. Â Upon the closing of the Exchange Shares and as of the date of this  
report, the total number of outstanding Ordinary Shares of the Company are 269,325,176 shares, of which  
approximately 251,964,865 shares are free trading shares. Â All offers were made only by means of a prospectus,  
including a prospectus supplement pursuant to the Company's effective shelf registration statement and base  
prospectus contained therein. The shelf registration statement on Form F-3 (File No. 333-233016) relating to the  
Offering was previously filed with the U.S. Securities and Exchange Commission (the "SEC") and declared effective on  
July 21, 2023. A prospectus supplement related to the Offering was filed with the SEC on December 23, 2024. Â Â Â 2  
Â Â Â SIGNATURES Â Pursuant to the requirements of the Securities and 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 China Liberal  
Education Holdings Limited Â Â Â Date: January 27, 2025 By: /s/ Ngai Ngai Lam Â Â Â Ngai Ngai Lam Â Â Â  
Co-Chief Executive Officer and Chairperson of the Board of Directors Â Â Â 3 Â