
**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
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of December 2024
Commission File Number 001-42254**

Rezolve AI Limited
(Translation of registrant's name into English)

**3rd Floor, 80 New Bond Street
London, W1S 1SB
United Kingdom**
(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

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

As previously disclosed, on February 23, 2023, Rezolve Limited entered into a \$250 million standby equity purchase agreement with YA II PN, LTD (“YA”), a Cayman Islands exempt limited company, which was amended and restated on February 2, 2024 to provide for, inter alia, Rezolve AI Limited (the “*Company or Rezolve*”) joining as a party to the agreement (“*Original YA Agreement*”). In connection with the amendment and restatement of the YA Agreement, on February 2, 2024, the Company issued a convertible promissory note in the principal amount of \$2,500,000 (the “*First YA Note*”) to YA.

Also as previously disclosed, on September 6, 2024, the Company and YA, amended and restated the Original YA Agreement (the “*Second A&R YA Agreement*”) to incorporate an additional prepaid advance arrangement pursuant to which YA committed to provide Rezolve with prepaid advances in an aggregate original principal amount of an additional Seven Million Five Hundred Thousand Dollars (\$7,500,000), payable in three equal tranches, of which the first two tranches were funded as part of a promissory note, dated September 9, 2024, in the principal amount of \$5,000,000 (the “*Second YA Note*”), and the third tranche was funded as part of a promissory note, dated November 29, 2024, in the principal amount of \$2,500,000 (the “*Third YA Note*”, and together with the First YA Note and Second YA Note, the “*YA Notes*”).

As of the date hereof, Yorkville has elected to convert all of the principal and interest outstanding under the YA Notes for an aggregate of 5,724,154 ordinary shares of the Company and no amount remains outstanding under the YA Notes.

On December 30, 2024, the Company issued a press release announcing the conversion of the YA Notes. A copy of the press release is furnished as Exhibit 99.1 to this Report on Form 6-K and is incorporated herein by reference.

Exhibit No.	Description
99.1	Press Release, dated December 30, 2024.

SIGNATURE

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 hereunto duly authorized.

Dated: December 31, 2024

By: /s/ Daniel Wagner
Name: Daniel Wagner
Title: Chief Executive Officer and Chairman

Rezolve Ai Converts \$59 Million in Variable Rate Convertible Loans Before Year-End, Strengthening Financial Position for 2025

NEW YORK, December 30, 2024 – Rezolve Ai (NASDAQ: RZLV), a leader in AI-driven retail solutions, announces the successful conversion of variable rate convertible loans, totalling approximately \$59 million, before the end of 2024. This includes the full settlement of approximately \$10 million in loans with Yorkville Advisors and the approximately \$49 million in loans previously announced.

The move eliminates these instruments from the company’s balance sheet through conversion into shares rather than repayment in cash, which we believe showcases investor confidence in Rezolve Ai’s growth trajectory. As the company enters 2025, it does so with cash on the balance sheet and enhanced financial flexibility.

“The conversion of these substantial loans we believe demonstrates both our financial strength and the confidence of our investors in Rezolve Ai’s long-term vision,” said Daniel M. Wagner, Rezolve Ai CEO. “We enter 2025 with a robust balance sheet, cash reserves, and the agility to manage remaining obligations efficiently. This solid foundation allows us to focus on scaling our innovative AI-powered solutions.”

This milestone aligns with Rezolve Ai’s strategy of financial discipline while leading the retail AI revolution with transformative products such as Brain Commerce and Brain Checkout.

For more information about Rezolve Ai and its solutions, visit www.rezolve.com.

About Rezolve Ai

Rezolve Ai (NASDAQ: RZLV) is a leader in AI-powered solutions for commerce and retail, focused on transforming customer engagement, streamlining transactions, and driving revenue growth. The company’s Brain Suite of products - Brain Commerce, Brain Checkout, and Brain Assistant - harness the power of AI to provide personalized, frictionless shopping experiences and improve business outcomes for retailers and brands worldwide. Partnering with industry giants like Tether, Microsoft, and Google, Rezolve is pioneering the future of commerce. For more information, visit www.rezolve.com.

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Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1996. The actual results of Rezolve Ai Limited (“Rezolve”) may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect”, “estimate”, “project”, “budget”, “forecast”, “anticipate”, “intend”, “plan”, “may”, “will”, “could”, “should”, “believes”, “predicts”, “potential”, “continue”, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Rezolve’s expectations with respect to sales from its co-selling arrangements and descriptions of future performance, as well as its statements regarding investor confidence. The matters discussed in these forward-looking statements are subject to a number of risks, trends and uncertainties that could cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. You are cautioned not place undue reliance on these forward-looking statements. None of Rezolve nor any other person is responsible for updating or revising any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.
