
**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 October 2024

Commission File Number: 001-41693

Zapp Electric Vehicles Group Limited

87/1 Wireless Road
26/F Capital Tower
All Seasons Place
Lumpini, Pathumwan
Bangkok 10330 Thailand
(Address of principal executive office)

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

On September 30, 2024, Zapp Electric Vehicles Group Limited (the “Company”) received written notification (the “Notification Letter”) from The Nasdaq Stock Market LLC (“Nasdaq”) that the Company is not in compliance with the minimum market value of listed securities set forth in Nasdaq’s rules for continued listing on The Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(2) requires primary securities listed on the Nasdaq Capital Market to maintain a minimum market value of listed securities of \$35,000,000, and Listing Rule 5810(c)(3)(C) provides that a failure to meet the minimum market value of listed securities requirement exists if a deficiency under Rule 5550(b)(2) continues for a period of 30 consecutive business days. Based on the market value of listed securities for a period of greater than 30 consecutive business days prior to September 27, 2024, the Company is not in compliance with the foregoing minimum market value of listed securities requirement.

The Notification Letter has no immediate effect on the listing of the ordinary shares, which will continue to trade on The Nasdaq Capital Market under the symbol “ZAPP.”

In accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has a cure period of 180 calendar days, or until March 31, 2025 (the “Compliance Period”), to regain compliance with the foregoing minimum market value of listed securities requirement. To regain compliance, the market value of the Company’s listed securities must meet or exceed \$35,000,000 for at least 10 consecutive business days during the Compliance Period. If the Company does not regain compliance during such period, Nasdaq will provide written notice that the Company’s ordinary shares are subject to delisting. In that event, the Company may appeal such determination to a hearing panel.

The Company will make its best efforts to regain compliance with Listing Rule Rule 5550(b)(2) prior to the expiration of the Compliance Period. However, there can be no assurance that the Company will succeed in doing so.

The Company furnishes this report on Form 6-K to satisfy its obligation under Listing Rule 5810(b) to make public disclosure of the subject deficiency within four business days after receipt of the Notification Letter.

Forward-Looking Statements

This Form 6-K contains forward-looking statements that involve risks and uncertainties. The risks and uncertainties involved include the Company’s ability to regain compliance with Nasdaq’s rules for continued listing, the concomitant risk that its shares may be delisted by Nasdaq, market and business conditions, and other risks detailed from time to time in the Company’s periodic reports and other filings with the U.S. Securities and Exchange Commission. You are cautioned not to place undue reliance on forward-looking statements, which are based on the Company’s current expectations and assumptions and speak only as of the date of this Form 6-K. The Company does not intend to revise or update any forward-looking statement in this Form 6-K as a result of new information, future events or otherwise, except as required by law.

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 hereunto duly authorized.

ZAPP ELECTRIC VEHICLES GROUP LIMITED

Date: October 4, 2024

By: /s/ Swin Chatsuwon
Name: Swin Chatsuwon
Title: Chief Executive Officer
