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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )\*

**NIP Group Inc.**

(Name of Issuer)

**Class A Ordinary Shares, par value US\$0.0001 per share**

(Title of Class of Securities)

**654503 101<sup>†</sup>**

(CUSIP Number)

**September 30, 2024**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>†</sup> CUSIP number 654503 101 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on the Nasdaq Global Market, under the symbol "NIPG." Each ADS represents two Class A ordinary shares.

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1.	Name of Reporting Person Nyx Ventures AS	
2.	Check the Appropriate Box if a Member of a Group  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization  Norway	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  13,086,142. See Item 4.
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  13,086,142. See Item 4.
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  13,086,142. See Item 4.	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares  <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9  11.6% of total issued and outstanding ordinary shares, assuming conversion of all issued and outstanding Class B1 and Class B2 ordinary shares into the same number of Class A ordinary shares. See Item 4.	
12.	Type of Reporting Person  CO	

1.	Name of Reporting Person Tiron AS	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Norway	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 13,086,142. See Item 4.
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 13,086,142. See Item 4.
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 13,086,142. See Item 4.	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 11.6% of total issued and outstanding ordinary shares, assuming conversion of all issued and outstanding Class B1 and Class B2 ordinary shares into the same number of Class A ordinary shares. See Item 4.	
12.	Type of Reporting Person CO	

1.	Name of Reporting Person Thomas Neslein	
2.	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Norway	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 13,086,142. See Item 4.
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 13,086,142. See Item 4.
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 13,086,142. See Item 4.	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 11.6% of total issued and outstanding ordinary shares, assuming conversion of all issued and outstanding Class B1 and Class B2 ordinary shares into the same number of Class A ordinary shares. See Item 4.	
12.	Type of Reporting Person IN	

- Item 1(a). Name of Issuer:**  
NIP Group Inc. (the “Issuer”)
- Item 1(b). Address of Issuer’s Principal Executive Offices:**  
Rosenlundsgatan 31, 11 863, Stockholm, Sweden
- Item 2(a). Name of Person Filing:**  
Thomas Neslein  
Tiron AS  
Nyx Ventures AS  
(collectively, the “Reporting Persons”)
- Item 2(b). Address of Principal Business Office or, if none, Residence:**  
For Thomas Neslein:  
Via Roncone 22, 6927 Agra, Switzerland  
  
For Tiron AS:  
Olav Vs Gate 5, 0161 Oslo, Norway  
  
For Nyx Ventures AS:  
Olav Vs Gate 5, 0161 Oslo, Norway
- Item 2(c). Citizenship:**  
Thomas Neslein – Norway  
  
Tiron AS – Norway  
  
Nyx Ventures AS – Norway
- Item 2(d). Title of Class of Securities:**  
Class A ordinary shares, par value US\$0.0001 per share, of the Issuer.  
  
The Issuer’s ordinary shares consist of Class A ordinary shares, Class B1 ordinary shares and Class B2 ordinary shares (Class B1 ordinary shares and Class B2 ordinary shares collectively referred to as “Class B ordinary shares”). The rights of the holders of Class A ordinary shares, Class B1 ordinary shares and Class B2 ordinary shares are identical, except with respect to voting and conversion. Each Class A ordinary share is entitled to one vote and is not convertible into any other shares of the Issuer’s capital stock. Each Class B ordinary share is entitled to 20 votes, subject to certain conditions and restrictions. Class B ordinary shares are convertible at the option of the holder thereof into Class A ordinary shares on a one-for-one basis.
- Item 2(e). CUSIP Number:**  
654503 101  
  
CUSIP number 654503 101 has been assigned to the ADSs of the Issuer, which are quoted on the Nasdaq Global Market, under the symbol “NIPG.” Each ADS represents two Class A ordinary shares.
- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not applicable

**Item 4. Ownership**

<b>Reporting Person:</b>	<b>Amount beneficially owned:</b>	<b>Percent of class<sup>(1)</sup>:</b>	<b>Percent of aggregate voting power<sup>(2)</sup>:</b>	<b>Sole power to vote or to direct the vote:</b>	<b>Shared power to vote or to direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
Thomas Neslein	13,086,142 <sup>(3)</sup>	11.6%	1.6%	13,086,142	0	13,086,142	0
Tiron AS	13,086,142 <sup>(3)</sup>	11.6%	1.6%	13,086,142	0	13,086,142	0
Nyx Ventures AS	13,086,142 <sup>(3)</sup>	11.6%	1.6%	13,086,142	0	13,086,142	0

- (1) The percentage of class of securities beneficially owned by each Reporting Person is calculated based on a total of 112,476,359 ordinary shares (consisting of 74,472,041 Class A ordinary shares, 24,641,937 Class B1 ordinary shares, and 13,362,381 Class B2 ordinary shares) of the Issuer as a single class issued and outstanding as of July 30, 2024 provided by the Issuer, as reported in its prospectus filed under Rule 424(b)(4) with the Securities and Exchange Commission on July 26, 2024, and Form 6-K filed with the Securities and Exchange Commission on July 30, 2024. The Class B1 ordinary shares and Class B2 ordinary shares are treated as converted into Class A ordinary shares only for the purpose of calculating the percentage ownership.
- (2) For each Reporting Person, percentage of aggregate voting power is calculated by dividing the voting power beneficially owned by such Reporting Person by the voting power of all of the Issuer's Class A ordinary shares and Class B ordinary shares as a single class. Each holder of Class A ordinary shares is entitled to one vote per share, and each holder of Class B ordinary shares is entitled to 20 votes per share, subject to certain conditions and restrictions.
- (3) Represents 13,086,142 Class A ordinary shares directly held by Nyx Ventures AS, a company registered under the laws of Norway. Nyx Ventures AS is wholly owned by Tiron AS, which is a Norway incorporated company wholly owned by Mr. Thomas Neslein.

**Item 5. Ownership of Five Percent or Less of a Class:**  
Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**  
Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**  
Not applicable

**Item 8. Identification and Classification of Members of the Group:**  
Not applicable

**Item 9. Notice of Dissolution of Group:**  
Not applicable

**Item 10. Certifications:**  
Not applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2024

**Thomas Neslein**

By: /s/ Thomas Neslein

Thomas Neslein

**Tiron AS**

By: /s/ Thomas Neslein

Name: Thomas Neslein

Title: Chief Executive Officer

**Nyx Ventures AS**

By: /s/ Thomas Neslein

Name: Thomas Neslein

Title: Chief Executive Officer

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LIST OF EXHIBITS

Exhibit No.

Description

[99.1](#)

[Joint Filing Agreement](#)



**Joint Filing Agreement**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A ordinary shares, par value US\$0.0001 per share, of NIP Group Inc., a company incorporated in the Cayman Islands, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of November 14, 2024.

**Thomas Neslein**

By: /s/ Thomas Neslein  
Thomas Neslein

**Tiron AS**

By: /s/ Thomas Neslein  
Name: Thomas Neslein  
Title: Chief Executive Officer

**Nyx Ventures AS**

By: /s/ Thomas Neslein  
Name: Thomas Neslein  
Title: Chief Executive Officer

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