
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

NIP Group Inc.

(Name of Issuer)

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

(Title of Class of Securities)

(CUSIP Number)

CHIU Chang-Wei
No. 2A, 255 Des Voeux Road West., Sai Ying Pun, Hong Kong
Hong Kong, K3, 000000
852 84899659

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/29/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on 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).

SCHEDULE 13D

CUSIP No.

Name of reporting person

1 Prosperity Oak Holdings Limited

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 VIRGIN ISLANDS, BRITISH

Sole Voting Power

7

57,965,652.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8 0.00

Each Reporting Person

Sole Dispositive Power

9

57,965,652.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 57,965,652.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 13.6 %

Type of Reporting Person (See Instructions)

14 CO

Comment for Type of Reporting Person: 1. Note to Row 1: Mr. CHIU Chang-Wei holds 100% of the voting power of the shares of Prosperity Oak Holdings Limited. 2. Each of Row 7, 9, and 11 represents 57,965,652 Class A Ordinary Shares held by Prosperity Oak Holdings Limited. 3. Note to Row 13: The percentage of class of securities beneficially owned by Prosperity Oak Holdings Limited is calculated based on a total of 427,860,564 Class A Ordinary Shares issued and outstanding (consisting of (i) 365,280,890 Class A Ordinary Shares issued and outstanding as of March 31, 2026, as reported in the Reporting Person's 20-F filed with the Securities and Exchange Commission on April 30, 2026; plus (ii) 62,579,674 Class A Ordinary shares issued to certain persons as the consideration of the Transaction (as defined herein below) on May 29, 2026, as reported in Exhibit 99.1 of the Issuer's Form 6-K filed with the Securities and Exchange Commission on June 2, 2026. The voting power of the shares beneficially owned by Prosperity Oak Holdings Limited represents 2.8% of the total outstanding voting power. The percentage of voting power is calculated by dividing the voting power beneficially owned by Prosperity Oak Holdings Limited by the voting power of (i) a total of 427,860,564 Class A Ordinary Shares issued and outstanding as described above, and (ii) 51,900,121 Class B1 Ordinary Shares issued and outstanding and 31,534,504 Class B2 Ordinary Shares issued and outstanding as of March 31, 2026, as reported in the Reporting Person's 20-F filed with the Securities and Exchange Commission on April 30, 2026. In respect of all matters subject to a shareholders' vote, each Class A ordinary share is entitled to one vote, each Class B1 ordinary share is entitled to 20 votes, and each Class B2 ordinary share is entitled to 20 votes, voting together as one class.

SCHEDULE 13D

CUSIP No.

Name of reporting person

1

CHIU Chang-Wei

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only

Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

TAIWAN, PROVINCE OF CHINA

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

8 57,965,652.00

Shared Voting Power

9 0.00

Sole Dispositive Power

10 57,965,652.00

Shared Dispositive Power

11

Aggregate amount beneficially owned by each reporting person

57,965,652.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)

13.6 %

14 Type of Reporting Person (See Instructions)

IN

Comment for Type of Reporting Person: 1. Note to Row 1: Mr. CHIU Chang-Wei holds 100% of the voting power of the shares of Prosperity Oak Holdings Limited. 2. Each of Row 7, 9, and 11 represents 57,965,652 Class A Ordinary Shares held by Prosperity Oak Holdings Limited. 3. Note to Row 13: The percentage of class of securities beneficially owned by Mr. CHIU Chang-Wei through Prosperity Oak Holdings Limited is calculated based on a total of 427,860,564 Class A Ordinary Shares issued and outstanding (consisting of (i) 365,280,890 Class A Ordinary Shares issued and outstanding as of March 31, 2026, as reported in the Reporting Person's 20-F filed with the Securities and Exchange Commission on April 30, 2026; plus (ii) 62,579,674 Class A Ordinary shares issued to certain persons as the consideration of the Transaction (as defined herein below) on May 29, 2026, as reported in Exhibit 99.1 of the Issuer's Form 6-K filed with the Securities and Exchange Commission on June 2, 2026). The voting power of the shares beneficially owned by Prosperity Oak Holdings Limited represents 2.8% of the total outstanding voting power. The percentage of voting power is calculated by dividing the voting power beneficially owned by Prosperity Oak Holdings Limited by the voting power of (i) a total of 427,860,564 Class A Ordinary Shares issued and outstanding as described above, and (ii) 51,900,121 Class B1 Ordinary Shares issued and outstanding and 31,534,504 Class B2 Ordinary Shares issued and outstanding as of March 31, 2026, the Reporting Person's 20-F filed with the Securities and Exchange Commission on April 30, 2026. In respect of all matters subject to a shareholders' vote, each Class A ordinary share is entitled to one vote, each Class B1 ordinary share is entitled to 20 votes, and each Class B2 ordinary share is entitled to 20 votes, voting together as one class.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Ordinary Shares, par value US\$0.0001 per share

(b) Name of Issuer:

NIP Group Inc.

Address of Issuer's Principal Executive Offices:

(c)

Rosenlundsgatan 31, 11 863, Stockholm, Sweden, Stockholm, SWEDEN , 11863.

Item 4. Purpose of Transaction

On May 29, 2026, the Issuer and the Second Tranche Selling Parties entered into a Second Amendment to the Second Tranche Agreement (the "Second Amendment"). Pursuant to the Second Amendment, the Issuer issued a total of 62,579,674 Class A Ordinary Shares (the "Transaction"). The Transaction, which had previously been contemplated to be settled through the issuance of convertible notes, was instead settled through the issuance of Class A Ordinary Shares of the Issuer. The information set forth in Item 6 is hereby incorporated by reference in its entirety. Other than as set forth in this Schedule 13D, no Reporting Person has any present plans or proposals which relate to or would result in: (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries; (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) Any material change in the present capitalization or dividend policy of the Issuer; (f) Any other material change in the Issuer's business or corporate structure; (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) A class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) Any action similar to any of those enumerated above.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement (incorporated herein by reference to Exhibit 99.2 to the Reporting Person's Schedule 13D Amendment No. 2 filed with the Securities and Exchange Commission on January 15, 2026) 99.2 On-rack Sales and Purchase Agreement between NIP Group Inc. and Persons Listed in Section 1.1 of Appendix A, dated November 3, 2025 (incorporated herein by reference to Exhibit 99.2 to report of foreign private issuer on Form 6-K (File No. 001-42160), filed with Securities and Exchange Commission on November 3, 2025) 99.3 The Amendment to the On-rack Sales and Purchase Agreement, dated January 9, 2026 (incorporated herein by reference to Exhibit 99.2 to the Reporting Person's Schedule 13D Amendment No. 2 filed with the Securities and Exchange Commission on January 15, 2026) 99.4 The Second Amendment to the On-rack Sales and Purchase Agreement, dated May 29, 2026 (incorporated herein by reference to Exhibit 99.1 to report of foreign private issuer on Form 6-K (File No. 001-42160), filed with Securities and Exchange Commission on June 2, 2026)

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.

Prosperity Oak Holdings Limited

Signature: /s/ CHIU Chang-Wei

Name/Title: CHIU Chang-Wei/Director

Date: 06/05/2026

CHIU Chang-Wei

Signature: /s/ CHIU Chang-Wei

Name/Title: CHIU Chang-Wei

Date: 06/05/2026