

Submission Data File

General Information	
Form Type*	6-K
Contact Name	M2 Compliance
Contact Phone	754-243-5120
Filer File Number	
Filer CIK*	0001864055
Filer CCC*	*****
Confirming Copy	No
Notify via Website only	No
Return Copy	Yes
SROS*	NONE
Period*	
(End General Information)	

Document Information	
File Count*	2
Document Name 1*	form6-k.htm
Document Type 1*	6-K
Document Description 1	
Document Name 2*	ex99-1.htm
Document Type 2*	EX-99.1
Document Description 2	
(End Document Information)	

**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 January 2024

Commission File Number: 333-256665

ABITS GROUP INC

**Level 11 Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong SAR, China
(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

Explanatory Note:

As previously reported, on October 12, 2023, the Registrant received a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Registrant that the minimum closing bid price per share for its ordinary shares was below \$1.00 for a period of 30 consecutive business days and that the Registrant did not meet the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Rule”). The Registrant was provided 180 calendar days, or until April 9, 2024, to regain compliance with the Minimum Bid Price Rule.

Since then, Nasdaq has determined that for 10 consecutive business days, from December 26, 2023 through January 9, 2024, the closing bid price of the Registrant’s ordinary shares has been at \$1.00 per share or greater. On January 10, 2024, Nasdaq notified the Registrant that the Registrant has regained compliance with Listing Rule 5550(a)(2) and the matter is now closed.

On January 11, 2024, the Registrant issued a press release titled “Abits Group Regains Compliance with NASDAQ Minimum Bid Price Requirement.” A copy of the press release is furnished as Exhibit 99.1 to this Report on Form 6-K.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated January 11, 2024

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, thereunto duly authorized.

ABITS GROUP INC

Date: January 11, 2024

By: /s/ Deng Conglin
Name: Deng Conglin
Title: Chief Executive Officer

Exhibit 99.1**Abits Group Regains Compliance with NASDAQ Minimum Bid Price Requirement**

Hong Kong, January 11, 2024 (GLOBE NEWSWIRE) — Abits Group Inc (the “Company”) (NASDAQ: ABTS), a company engaged in bitcoin mining and related services in the United States, announced today on January 10, 2024, it received notification from The Nasdaq Stock Market LLC (“NASDAQ”) confirming the Company has regained compliance with NASDAQ’s minimum bid price requirement under Listing Rule 5550(a)(2). NASDAQ noted this matter is now closed.

About Abits Group Inc

Abits Group Inc (formerly Moxian (BVI) Inc), a company organized in the British Virgin Islands in May 2021, is the surviving company following its merger with Moxian, Inc. in August 2021. Abits Group Inc is a new generation digital company, with self-mining operations in the State of Tennessee through a wholly owned subsidiary, ABIT USA, Inc.

Forward-Looking Statements

This announcement contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934 as amended. These forward-looking statements are based on the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995 and may be governed by terms such as “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “Believe,” “estimate,” “potential,” “continue,” “in progress,” “goal,” “guidance expectations” and similar statements are identified. The company may also include in its periodic reports to the US Securities and Exchange Commission (“SEC”), annual reports to shareholders, press releases and other written materials, as well as oral statements from third parties to the company’s management, directors or employees. Any statements that are not historical facts, including statements about the company’s philosophy and expectations, are forward-looking statements that involve factors, risks, and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These factors and risks include, but are not limited to, the following: company’s goals and strategies; future business development; financial status and operating results; expected growth of bitcoin mining industry and Internet media marketing industry; demand and acceptance of the company’s products and services; the relationship between the company and strategic partners; industry competition; and policies and regulations related to the company’s structure, business and industry. More detailed information about these and other risks and uncertainties is included in the company’s filings with the Securities and Exchange Commission. All information provided in the company’s introduction is the latest information as of the date of publication of the company. Except as provided by applicable law, the company is not obligated to update such information.

For further information, please contact:

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