

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

BRERA HOLDINGS PLC

(Name of Issuer)

Class B Ordinary Shares, \$0.005 nominal value per share

(Title of Class of Securities)

G13311108

(CUSIP Number)

Andrea Langella
Via Francesco Caracciolo no. 9,
Naples, L6, 80122
39 335 625 0018

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

06/20/2025

(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. G13311108

1	Name of reporting person XX Settembre Holding S.r.l.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
	Citizenship or place of organization

6	ITALY	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 4,200,000.00
	8	Shared Voting Power 3,200,000.00
	9	Sole Dispositive Power 4,200,000.00
	10	Shared Dispositive Power 3,200,000.00
11	Aggregate amount beneficially owned by each reporting person 7,400,000.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 41.7 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person:

For Box 8, 10, 11 and 13:

Reflects 3,200,000 class B ordinary shares, \$0.005 nominal value per share ("Class B Ordinary Shares"), of Brera Holdings PLC, an Irish public limited company (the "Issuer"), held directly by S.S. Juve Stabia S.r.l., an Italian limited liability company (societa a responsabilita limitata) ("Juve Stabia"), which the Reporting Person is deemed to beneficially own.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Class B Ordinary Shares, \$0.005 nominal value per share

(b) Name of Issuer:

BRERA HOLDINGS PLC

(c) Address of Issuer's Principal Executive Offices:

Connaught House, 5th Floor, One Burlington Road, Dublin 4, IRELAND , D04 C5Y6.

Item 1 Comment:

Explanatory Note: This Amendment No. 1 ("Amendment No. 1") amends the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on January 17, 2025 (the "Original Schedule 13D"). Except as set forth herein, the Original Schedule 13D is unmodified and remains in full force and effect. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is hereby amended and supplemented as follows:

On June 20, 2025, the Issuer entered into an amendment agreement and final closing memorandum (the "Closing Memorandum") with the Reporting Person, which amended the SPI Agreement, as amended on January 10, 2025, by the Restated SPI Agreement, and on February 11, 2025, by an amendment agreement and third closing memorandum (the "Amendment Agreement"), pursuant to which the Issuer paid the Reporting Person EUR500,000 in cash and acquired additional share capital in Juve Stabia bringing the Issuer's aggregate equity ownership to 38.46% of the issued and outstanding share capital of Juve Stabia. The Closing Memorandum provided that, among other things, the final closing (the "Final Closing") will occur on June 20, 2025, and the final stake purchase price will be EUR2,250,000, of which EUR1,250,000 is to be paid in cash and EUR1,000,000 is to be paid in Class B Ordinary Shares, for a total of 52% of the issued and outstanding share capital of Juve Stabia. As a result, at the Final Closing on June 20, 2025, the Issuer paid the Reporting Person EUR1,250,000 and issued the Reporting Person 1,800,000 Class B Ordinary Shares and acquired additional share capital in Juve Stabia bringing the Issuer's aggregate equity ownership to 52% of the issued and outstanding share capital of Juve Stabia. The foregoing descriptions of the Amendment Agreement and the Closing Memorandum do not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment Agreement and the Closing Memorandum attached hereto as Exhibit 3 and Exhibit 4, respectively, and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Schedule 13D is hereby amended and supplemented as follows:

Exhibit 3 Amendment Agreement and Third Closing Memorandum, dated February 11, 2025, by and among Brera Holdings PLC

and XX Settembre Holding S.r.l. (incorporated by reference to Exhibit 1.1 to the Issuer's Report on Form 6-K filed on February 13, 2025)

Exhibit 4 Amendment Agreement and Final Closing Memorandum, dated June 20, 2025, by and among Brera Holdings PLC and XX Settembre Holding S.r.l. (incorporated by reference to Exhibit 1.1 to the Issuer's Report on Form 6-K filed on June 23, 2025)

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.

XX Settembre Holding S.r.l.

Signature: **/s/ Andrea Langella**

Name/Title: **Andrea Langella/Director**

Date: **06/23/2025**