
**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 March 2024

Commission File Number: 001-41639

SMX (SECURITY MATTERS) PUBLIC LIMITED COMPANY

(Exact Name of Registrant as Specified in Charter)

Mespil Business Centre, Mespil House
Sussex Road, Dublin 4, Ireland
Tel: +353-1-920-1000

(Address of Principal Executive Offices) (Zip Code)

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 X Form 40-F ☐

On March 20, 2024, SMX (Security Matters) Public Limited Company (the “Company”), posted that it is excited to share a pilot program with PepsiCo to deter counterfeiting and ensure the Company’s product authenticity is complete. With the success of initial tests, the parties are now working to evaluate the opportunity to scale the technology across their operations. The technology’s accurate identification of marked PepsiCo packaging validates its role in safeguarding brand integrity and supply chain transparency.

Forward Looking Statements:

This Report on Form 6-K contains “forward-looking statements.” Statements in this Form 6-K which are not purely historical (including, but not limited to statements that contain words such as “will,” “believes,” “plans,” “anticipates,” “expects,” “intends,” “would,” “could” and “estimates”) are forward-looking statements and include any statements regarding beliefs, plans, expectations or intentions regarding the future, including but not limited to, projections, potential customers or clients, any products sold or cash flow from operations.

Actual results could differ from those projected in any forward-looking statements due to numerous factors. These forward-looking statements are made as of the date of this Form 6-K, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by law. Although the Company believes that the beliefs, plans, expectations and intentions contained in this Form 6-K are reasonable, there can be no assurance that such beliefs, plans, expectations or intentions will prove to be accurate. Investors should consult all of the information set forth herein and should also refer to the risk factors disclosure outlined in the Company’s reports and statements filed from time-to-time with the Securities and Exchange Commission.

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.

Date: March 20, 2024

SMX (SECURITY MATTERS) PUBLIC LIMITED COMPANY

By: /s/ Haggai Alon
Name: Haggai Alon
Title: Chief Executive Officer
