
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Rezolve AI plc

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G75398100

(CUSIP Number)

Penny Minna
650 S. Exeter Street #1100,
Baltimore, MD, 21202
410-580-3000

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

10/09/2025

(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. G75398100

Name of reporting person

1

Daniel Wagner

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 UNITED KINGDOM

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

4,698,505.00

Shared Voting Power

8

42,523,621.00

Sole Dispositive Power

9

4,698,505.00

Shared Dispositive Power

10

42,523,621.00

Aggregate amount beneficially owned by each reporting person

11 47,222,126.00

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

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

13 14.66 %

Type of Reporting Person (See Instructions)

14 IN

Comment for Type of Reporting Person: (1) Includes (i) 4,698,505 shares held directly by Daniel Wagner and (ii) 42,523,621 shares held directly by DBLP Sea Cow Limited ("DBLP"). Excludes 3,592,193 shares directly held by DBLP that are subject to a call option currently exercisable by Brad Wickens, in which DBLP has no voting or investment power over such shares. Legal title to the shares of DBLP are held solely by Daniel Wagner and beneficially held by the Estate of John Wagner. Daniel Wagner serves as a director of DBLP and, therefore, may be deemed to share voting and investment power over the shares held by DBLP. (2) All percentage calculations herein are based on 322,174,536 Ordinary Shares outstanding as of September 30, 2025, as disclosed in the Issuer's Form F-3 filed September 30, 2025

SCHEDULE 13D

CUSIP No. G75398100

Name of reporting person

1 Estate of John Wagner

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

2 (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)

Citizenship or place of organization

6

UNITED KINGDOM

Sole Voting Power

7

819,958.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

42,523,621.00

Sole Dispositive Power

9

819,958.00

With:

Shared Dispositive Power

10

42,523,621.00

Aggregate amount beneficially owned by each reporting person

11

43,343,579.00

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

12

Percent of class represented by amount in Row (11)

13

13.45 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: (1) The securities beneficially owned by the Estate of John Wagner were acquired as a result of the death of John Wagner. The securities were acquired by the Estate of John Wagner by operation of law upon John Wagner's death. Therefore, the source of funds is inapplicable. (2) Includes 819,958 Ordinary Shares, consisting of (a) 815,989 Ordinary Shares and (b) 3,969 Ordinary Shares underlying the private warrants held by the Estate of John Wagner and (ii) 42,523,621 shares directly held by DBLP. Excludes 3,592,193 shares directly held by DBLP that are subject to a call option currently exercisable by Brad Wickens, in which DBLP has no voting or investment power over such shares. Legal title to the shares of DBLP are held solely by Daniel Wagner and beneficially held by the Estate of John Wagner. Daniel Wagner serves as a director of DBLP and, therefore, may be deemed to share voting and investment power over the shares held by DBLP. (3) All percentage calculations herein are based on 322,174,536 Ordinary Shares outstanding as of September 30, 2025, as disclosed in the Issuer's Form F-3 filed September 30, 2025. (4) The Reporting Person is an estate to which the securities reported herein passed upon the death of John Wagner.

SCHEDULE 13D

CUSIP No. G75398100

Name of reporting person

1

DBLP Sea Cow Limited

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

2

(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

6 Citizenship or place of organization

UNITED KINGDOM

Sole Voting Power

7

Number of
Shares

0.00

Shared Voting Power

Beneficially

8

Owned by

42,523,621.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

42,523,621.00

Aggregate amount beneficially owned by each reporting person

11

42,523,621.00

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

12



Percent of class represented by amount in Row (11)

13

13.20 %

Type of Reporting Person (See Instructions)

14

CO

Comment for Type of Reporting Person: (1) Excludes 3,592,193 shares directly held by DBLP that are subject to a call option currently exercisable by Brad Wickens, in which DBLP has no voting or investment power over such shares. Legal title to the shares of DBLP are held solely by Daniel Wagner and beneficially held by the Estate of John Wagner. Daniel Wagner serves as a director of DBLP and, therefore, may be deemed to share voting and investment power over the shares held by DBLP. (2) All percentage calculations herein are based on 322,174,536 Ordinary Shares outstanding as of September 30, 2025, as disclosed in the Issuer's Form F-3 filed September 30, 2025

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Ordinary Shares

Name of Issuer:

(b)

Rezolve AI plc

Address of Issuer's Principal Executive Offices:

(c)

21 Sackville Street, London, UNITED KINGDOM , WIS 3DN.

Item 1 Comment: This Amendment No. 2 to Schedule 13D (the "Amendment") amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission ("SEC") on August 15, 2024 (as amended, the "Original Schedule 13D" and, together with the Amendment, the "Schedule 13D"), relating to the ordinary shares, par value 0.0001 per share (the "Ordinary Shares"), of Rezolve AI plc, a public limited company registered under the laws of England and Wales with the registration number 14573691 (the "Issuer"), whose principal executive offices are located at 21 Sackville Street, London, WIS 3DN, United Kingdom. Except as specifically provided herein, this Amendment does not modify any of the information previously provided in the Original Schedule 13D. All disclosures in respect of items contained in the Original Schedule 13D where no new information is provided for such item in this Amendment is incorporated herein by reference. Capitalized terms used but not defined in this Amendment shall have the meanings ascribed to such terms in the Original Schedule 13D. This Amendment is being filed to report the sale of 10,600,000 Ordinary Shares by DPLP in an open market, broker assisted transaction for a price of \$5.40 per share.

Item 2. Identity and Background

(a)

This Amendment is being filed jointly by (i) Daniel Wagner; (ii) the Estate of John Wagner; and (iii) DBLP (each individually, a "Reporting Person", and collectively, the "Reporting Persons").

- (b) The business address of Daniel Wagner and DBLP is 21 Sackville Street, London, UNITED KINGDOM , WIS 3DN.
The business address of the Estate of John Wagner is 53.316 Laddawan Village, Moo 1, Rangsit-Pathum Thani Road, Ban Klang Amphur Mueang, Patham Thani 12000, Thailand.
- (c) Daniel Wagner is the Chief Executive Officer and a director of the Issuer.
- (d) During the last five years, none of Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (e)
- (f) United Kingdom
- Item 3. Source and Amount of Funds or Other Consideration
Item 3 of the Schedule 13D is hereby supplemented as follows: The responses to Items 1, 2, 4, 5 and 6 of this Amendment are incorporated into this Item 3 by reference in their entirety. On October 9, 2025, DBLP sold 10,600,000 Ordinary Shares in an open market, broker assisted transaction for a price of \$5.40 per share.
- Item 4. Purpose of Transaction
Item 4 of the Schedule 13D is hereby supplemented as follows: The responses set forth in Items 1, 2, 3, 5 and 6 hereof are incorporated by reference in their entirety. Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D, although, subject to the agreements described herein, the Reporting Persons, at any time, and from time to time, may review, reconsider and change their position and/or change their purpose and/or develop such plans and may seek to influence management of the Issuer or the Board of Directors with respect to the business and affairs of the Issuer and may from time to time consider pursuing or proposing such matters with advisors, the Issuer, or other persons.
- Item 5. Interest in Securities of the Issuer
- (a) The information relating to the beneficial ownership of Ordinary Shares by each of the Reporting Persons set forth in Rows 7 through 13 of the cover pages hereto (including the footnotes thereto) is incorporated by reference.
- (b) The information relating to the beneficial ownership of Ordinary Shares by each of the Reporting Persons set forth in Rows 7 through 13 of the cover pages hereto (including the footnotes thereto) is incorporated by reference.
- (c) The Reporting Persons have not effected any transactions in the Ordinary Shares during the past 60 days except as disclosed in this Amendment 2, which information is incorporated by reference in this Item 5(c).
- (d) The information in Items 1 and 2 is incorporated by reference into this Item 5(d).
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
Except as set forth herein, none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.
- Item 7. Material to be Filed as Exhibits.
Exhibit 99.1 Joint Filing Agreement, dated as of October 2, 2024, by and among the Reporting Persons (Filed herewith).

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.

Daniel Wagner

Signature: /s/ Daniel Wagner

Name/Title: Daniel Wagner

Date: 10/10/2025

Estate of John Wagner

Signature: /s/ Daniel Wagner

Name/Title: Daniel Wagner, Executor

Date: 10/10/2025

DBLP Sea Cow Limited

Signature: /s/ Daniel Wagner

Name/Title: Daniel Wagner, Director

Date: 10/10/2025

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing of a Statement on Schedule 13D (including amendments thereto) with respect to the ordinary shares, par value £0.0001 per share, of Rezolve AI plc, a public limited company registered under the laws of England and Wales with registration number 14573691, and further agree that this Joint Filing Agreement be included as an Exhibit thereto. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 10th day of October, 2025.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 10th day of October, 2025.

/s/ Daniel Wagner

DANIEL WAGNER

ESTATE OF JOHN WAGNER

By: /s/ Daniel Wagner

Name: Daniel Wagner

Title: Executor

DBLP SEA COW LIMITED

By: /s/ Daniel Wagner

Name: Daniel Wagner

Title: Director
