SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

newcleo plc

(Name of Issuer)

Ordinary Shares, par value $0.02288 per share.

(Title of Class of Securities)

(CUSIP Number)

09/21/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Elysia Capital I SCSp	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization LUXEMBOURG	
Number of Shares Beneficially	5	Sole Voting Power 19,210,290.00

Owned by Each Reporting Person With:	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 19,210,290.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 19,210,290.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 6.8 %
12		Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: Consists of 19,210,290 Ordinary Shares held of record by Elysia Capital I SCSp. Elysia Capital I SCSp is a Luxembourg special limited partnership managed by its general partner, Elysia GP S.a r.l., the directors of which are Luca Alemani, David Luksenburg and Dominique Perilleux. Elysia Capital I SCSp holds sole voting and dispositive power over such Ordinary Shares, exercised through its general partner. Stefano Buono is the ultimate beneficial owner of Elysia Capital I SCSp and, by virtue of his control of Elysia Capital I SCSp, may be deemed to share voting and dispositive power over such Ordinary Shares. The percentage set forth herein is calculated based upon 281,534,950 Ordinary Shares of the Issuer issued and outstanding as of the date hereof. he Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 99.1 hereto, pursuant to which the Reporting Persons have agreed to file this statement jointly on their behalf in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Buono Stefano
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3		Sec Use Only
4		Citizenship or Place of Organization ITALY
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 913,045.00
	6	Shared Voting Power 19,210,290.00
	7	Sole Dispositive Power 913,045.00
	8	Shared Dispositive Power 19,210,290.00

9	Aggregate Amount Beneficially Owned by Each Reporting Person	20,123,335.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	☐
11	Percent of class represented by amount in row (9)	7.1 %
12	Type of Reporting Person (See Instructions)	IN

Comment for Type of Reporting Person: Consists of (i) 19,210,290 Ordinary Shares held of record by Elysia Capital I SCSp, (ii) 119,603 Ordinary Shares held of record directly by Mr. Buono and (iii) 793,442 Ordinary Shares issuable upon the exercise of options held by Mr. Buono that are exercisable within 60 days. Mr. Buono holds sole voting and dispositive power over the 913,045 Ordinary Shares described in clauses (ii) and (iii). Mr. Buono is the ultimate beneficial owner of Elysia Capital I SCSp and, by virtue of his control of Elysia Capital I SCSp, may be deemed to share voting and dispositive power over the 19,210,290 Ordinary Shares described in clause (i). Mr. Buono disclaims beneficial ownership of the Ordinary Shares held of record by Elysia Capital I SCSp, except to the extent of any pecuniary interest therein. The percentage set forth herein is calculated based upon 281,534,950 Ordinary Shares of the Issuer issued and outstanding as of the date hereof, plus the 793,442 Ordinary Shares issuable upon the exercise of options held by Mr. Buono that are exercisable within 60 days, which are deemed outstanding for the purpose of computing Mr. Buono's percentage in accordance with Rule 13d-3(d)(1)(i) under the Securities Exchange Act of 1934. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 99.1 hereto, pursuant to which the Reporting Persons have agreed to file this statement jointly on their behalf in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

SCHEDULE 13G

Item 1.		
(a)	Name of issuer:	newcleo plc
(b)	Address of issuer's principal executive offices:	55 South Audley Street, London, United Kingdom, W1K 2QH
Item 2.		
(a)	Name of person filing:	Elysia Capital I SCSp; Stefano Buono (each a "Reporting Person" and, together, the "Reporting Persons").
(b)	Address or principal business office or, if none, residence:	The address of Elysia Capital I SCSp is 2, Place de Strasbourg, 2562 Luxembourg, Grand Duchy of Luxembourg. The address of Stefano Buono is Via Duchessa Jolanda 13A, 10138 Turin (TO), Italy.
(c)	Citizenship:	Elysia Capital I SCSp is a special limited partnership (societe en commandite speciale) organized under the laws of the Grand Duchy of Luxembourg. Stefano Buono is a citizen of Italy.
(d)	Title of class of securities:	Ordinary Shares, par value $0.02288 per share.
(e)	CUSIP No.:	

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

Elysia Capital I SCSp: 19,210,290; Stefano Buono: 20,123,335

(b) Percent of class:

Elysia Capital I SCSp: 6.8%; Stefano Buono: 7.1% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Elysia Capital I SCSp: 19,210,290 Stefano Buono: 913,045

(ii) Shared power to vote or to direct the vote:

Elysia Capital I SCSp: 0 Stefano Buono: 19,210,290

(iii) Sole power to dispose or to direct the disposition of:

Elysia Capital I SCSp: 19,210,290 Stefano Buono: 913,045

(iv) Shared power to dispose or to direct the disposition of:

Elysia Capital I SCSp: 0 Stefano Buono: 19,210,290

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

The Reporting Persons are Elysia Capital I SCSp, a Luxembourg special limited partnership managed by its general partner, Elysia GP S.a r.l., and Stefano Buono, the ultimate beneficial owner of Elysia Capital I SCSp. Mr. Buono disclaims beneficial ownership of the Ordinary Shares held by Elysia Capital I SCSp, except to the extent of any pecuniary interest therein.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

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.

Elysia Capital I SCSp

Signature: /s/ David Luksenburg
Name/Title: David Luksenburg, Class B Manager of Elysia GP S.a r.l., the General Partner of Elysia Capital I SCSp
Date: 10/15/2026

Buono Stefano

Signature: /s/ Stefano Buono
Name/Title: Stefano Buono, individually
Date: 10/15/2026

Exhibit Information

Exhibit 99.1 Agreement pursuant to Rule 13d-1(k)(1) by and among Elysia Capital I SCSp and Stefano Buono.

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares, par value $0.02288 per share, of newcleo plc and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on October 15, 2026.

ELYSIA CAPITAL I SCSP
By: Elysia GP S.à r.l., its general partner

By: */s/ David Luksenburg*
Name: David Luksenburg
Title: Class B Manager of Elysia GP S.à r.l., the General Partner of Elysia Capital I SCSp

STEFANO BUONO

/s/ Stefano Buono
Stefano Buono, individually