
**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 December 2023

Commission File Number: **001-40552**

NYXOAH SA

(Translation of registrant's name into English)

Rue Edouard Belin 12, 1435 Mont-Saint-Guibert, Belgium

(Address of principal executive office)

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 ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Nyxoah SA

On December 8, 2023, Nyxoah SA (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1.

The information in the attached Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

Exhibits

[99.1](#) [Press Release, dated December 8, 2023](#)

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.

NYXOAH SA

Date: December 11, 2023

By: /s/ Loic Moreau

Name: Loic Moreau

Title: Chief Financial Officer



Publication Relating to a Transparency Notification

December 8, 2023

REGULATED INFORMATION

Publication Relating to a Transparency Notification

Mont-Saint-Guibert (Belgium), December 8, 2023, 10.30pm CET / 4.30pm ET – In accordance with article 14 of the Act of 2 May 2007 on the disclosure of large shareholdings, Nyxoah SA (Euronext Brussels/Nasdaq: NYXH) announces that it received a transparency notification as detailed below.

On December 6, 2023, Nyxoah received a transparency notification from Deerfield Partners, L.P. indicating that Deerfield Partners, L.P. crossed the 3% threshold on November 30, 2023, after which Deerfield Partners, L.P. holds 856,085 shares, representing 2.99% of the total number of voting rights on November 30, 2023 (28,673,985).

The notification dated December 6, 2023 contains the following information:

- Reason for the notification:
 - Acquisition or disposal of voting securities or voting rights
 - Downward crossing of the lowest threshold
- Notification by: a parent undertaking or a controlling person
- Persons subject to the notification requirement:
 - James E. Flynn
 - Deerfield Partners, L.P. (with address at 345 Park Ave S., 12th FL, New York, NY 10010 United States)
 - Deerfield Mgmt, L.P. (with address at 345 Park Ave S., 12th FL, New York, NY 10010 United States)
 - J.E. Flynn Capital, LLC (with address at 345 Park Ave S., 12th FL, New York, NY 10010 United States)
 - Deerfield Management Company, L.P. (with address at 345 Park Ave S., 12th FL, New York, NY 10010 United States)
 - Flynn Management LLC (with address at 345 Park Ave S., 12th FL, New York, NY 10010 United States)
- Date on which the threshold was crossed: November 30, 2023
- Threshold that is crossed: 3%
- Denominator: 28,673,985
- Notified details:

A) Voting rights	Previous notification	After the transaction			
		# of voting rights		% of voting rights	
Holders of voting rights		Linked to securities	Not linked to the securities	Linked to securities	Not linked to the securities
James E. Flynn	0	0	0	0.00%	0.00%
Deerfield Partners, L.P.	899,300	856,085	0	2.99%	0.00%
Subtotal	899,300	856,085		2.99%	
	TOTAL	856,085	0	2.99%	0.00%

- Chain of controlled undertakings through which the holding is effectively held: Deerfield Partners, L.P. is controlled by (i) Deerfield Mgmt L.P., which is controlled by J.E. Flynn Capital, LLC and (ii) Deerfield Management Company, L.P., which is controlled by Flynn Management LLC. Both Flynn Management LLC and J.E. Flynn Capital, LLC are controlled by James E. Flynn.
- Additional information: a sale of shares by Deerfield Partners, L.P.

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Contact:**Nyxoah**

David DeMartino, Chief Strategy Officer

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Attachment

- [2023 12 08 PR Transparency notification 2023 12 \(Deerfield\)_\(ENG\)](#)
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