

June 8, 2021

Olivier Taelman
Chief Executive Officer
Nyxoah SA
Rue Edouard Belin 12
1435 Mont-Saint-Guibert, Belgium

Re: Nyxoah SA
Amendment No. 1 to
Submitted May 24,
CIK No. 0001857190

Draft Registration Statement on Form F-1
2021

Dear Dr. Taelman:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Amendment No. 1 to Draft Registration Statement on Form F-1, Submitted May 24, 2021

Business
Our Competitive Strengths, page 92

1. We note your response to our prior comment number 4 and your reference to continuing to prosecute patent applications. Please revise to clarify whether you will own any patents arising from this partnership or will you simply license Vanderbilt's patents. Additionally, on page 93 please revise to disclose any upfront material payments and the termination provisions of the agreement.

Olivier Taelman
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June 8, 2021NameNyxoah SA
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FirstName LastName
Clinical Results and Studies , page 106

2. We note your response to our prior comment number 10. We understand the language on page 109 and the related charts are intended to allow investors to be able to understand the market in which the Company operates and to show the clinical data generated by the principal hypoglossal nerve stimulation therapies. However, these charts are the same charts used in the prior filing showing the results of third party studies of that were not head-to-head trials and the corresponding Company's chart appears on

the page before.
Therefore, the graphics showing the results for your competitors on
page 109 are
understood to be a comparison. You may note the types of metrics used
in these studies
and the features of these other devices, such as number of incisions
required, but please
remove the results of the competitor s trials.
Intellectual Property, page 114

3. We note your response to our prior comment number 12. You state that
the Clarification
confirms that the license granted by Man & Science SA will continue in
effect until the
last to expire patent. Please revise to state when these patents are
expected to expire. With
respect to the Man & Science SA and Cochlear Limited agreements,
please also state
whether you have any ongoing or future financial obligations under
either such agreement.
To the extent you take the position that the agreement with Vanderbilt
University is not
material, please remove all references to such agreement in the
Summary. If you wish to
retain such description then you must file such agreement.
Certain Relationships and Related Party Transactions , page 149

4. We note your response to our prior comment number 15. With respect to
the description
of the Man & Science Agreement on page 149 and elsewhere, please
revise to explain the
scope of the sleep disordered breathing field.

2. Significant accounting policies
Significant Events and Transactions of the Interim Period, page F-50

5. We see from your disclosures that you entered into a collaboration
agreement with
Vanderbilt University pursuant to which you are exploring additional
neurostimulation
technologies and under this agreement, you are responsible for product
development,
while Vanderbilt University is responsible for patent prosecution.
Please revise to disclose
the significant terms of this in-licensing agreement, including the
term of the agreement,
any significant milestones, and any royalties due under the agreement.

Olivier Taelman
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FirstName LastName

You may contact Julie Sherman at 202-551-3640 or Kevin Kuhar at
202-551-3662 if you
have questions regarding comments on the financial statements and related
matters. Please
contact Margaret Schwartz at 202-551-7153 or Tom Kluck at 202-551-3233 with any
other
questions.

Sincerely,

Division of Corporation

Office of Life Sciences

Finance

cc: John Rudy, Esq.