
**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 November 2021

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 October 29, 2021, 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 October 29, 2021](#)

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: November 1, 2021

By: /s/ Fabian Suarez Gonzalez
Name: Fabian Suarez Gonzalez,
acting via ActuaRisk Consulting SRL
Title: Chief Financial Officer



Information on the total number of voting rights and shares

October 29, 2021

REGULATED INFORMATION

Information on the total number of voting rights and shares

Mont-Saint-Guibert (Belgium), October 29, 2021, 10:30 pm CET / 4:30 pm ET – In accordance with article 15 of the Law of 2 May 2007 on the disclosure of large shareholdings, Nyxoah SA (Euronext Brussels and Nasdaq: NYXH) publishes the below information following the exercise of subscription rights and the issue of new shares.

- 1 Share capital: EUR 4,407,612.69
- 1 Total number of securities carrying voting rights: 25,657,359 (all ordinary shares)
- 1 Total number of voting rights (= denominator): 25,657,359 (all relating to ordinary shares)
- 1 Number of rights to subscribe to securities carrying voting rights not yet issued:
 - i 90 “2013 ESOP Warrants” issued on May 3, 2013 and 23 December 2014, entitling their holders to subscribe to a total number of 45,000 securities carrying voting rights (all ordinary shares);
 - i 205 “2016 ESOP Warrants” issued on November 3, 2016, entitling their holders to subscribe to a total number of 102,500 securities carrying voting rights (all ordinary shares);
 - i 100 “2018 ESOP Warrants” issued on December 12, 2018, entitling their holders to subscribe to a total number of 50,000 securities carrying voting rights (all ordinary shares);
 - i 510,500 “2020 ESOP Warrants” issued on February 21, 2020, entitling their holders to subscribe to a total number of 510,500 securities carrying voting rights (all ordinary shares); and
 - i 1,400,000 “2021 ESOP Warrants” issued on September 8, 2021, entitling their holders to subscribe to a total number of 1,400,000 securities carrying voting rights (all ordinary shares).

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For further information, please contact:

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Gilmartin Group

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Attachment

- 1 2021 10 29 - Press release - Number of shares (ENG)-(final).