
**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 March 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.

Private Placement

On March 23, 2023, Nyxoah SA (the “Company”) entered into subscription commitment letters (the “Subscription Commitment Letters”) with certain investors (the “Investors”), including existing investors, Resmed Inc. and Together Funds, Robert Taub, the Company’s founder and chairman, and Jürgen Hambrecht, a director of the Company. The Subscription Commitment Letters relate to the offer and sale in a private placement (the “Private Placement”) of an aggregate of 2,047,544 ordinary shares at a price per share of €6.52, the closing price of the Company’s ordinary shares on Euronext Brussels on March 23, 2023, for aggregate gross proceeds of approximately €13.35 million. The closing of the Private Placement is expected to occur on or about March 30, 2023, subject to customary closing conditions.

The Company expects to use the proceeds from the Private Placement for general corporate purposes.

This Report shall not constitute an offer to sell or the solicitation to buy nor shall there be any sale of the Company’s securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The ordinary shares are not being registered under the Securities Act of 1933, as amended (the “Securities Act”), nor are such ordinary shares being offered pursuant to a registration statement. The ordinary shares are being offered pursuant to the exemption provided in Section 4(a)(2) of the Securities Act. Each Investor will be an “accredited investor” (as such term is defined in Rule 501(a)) or “qualified institutional buyer” (as such term is defined in Rule 144A) under the Securities Act.

This Report contains forward-looking statements that involve risks and uncertainties, such as statements related to the anticipated closing of the Private Placement, the amount of proceeds expected from the Private Placement and the Company’s expected use of proceeds. The risks and uncertainties involved include the Company’s ability to satisfy certain conditions to closing on a timely basis or at all, market conditions, and other risks detailed from time to time in the Company’s periodic reports and other filings with the U.S. Securities and Exchange Commission. You are cautioned not to place undue reliance on forward-looking statements, which are based on the Company’s current expectations and assumptions and speak only as of the date of this Report. The Company does not intend to revise or update any forward-looking statement in this Report as a result of new information, future events or otherwise, except as required by law.

The information included under the heading “Private Placement” of this report on Form 6-K shall be deemed to be incorporated by reference into the registration statements on Form S-8 (Registration Numbers [333-261233](#) and [333-269410](#)) and [Form F-3 \(Registration Number 333-268955\)](#) of the Company (including any prospectuses forming a part of such registration statements) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

Press Release

On March 23, 2023, 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 March 23, 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: March 23, 2023

By: /s/ Loic Moreau

Name: Loic Moreau

Title: Chief Financial Officer



**INSIDE INFORMATION
REGULATED INFORMATION**

Nyxoaah Announces a \$15 Million Private Placement Financing

Mont-Saint-Guibert, Belgium – March 23, 2023, 9:05pm CET / 4:05pm ET – Nyxoaah SA (Euronext Brussels/Nasdaq: NYXH) (“Nyxoaah” or the “Company”), a medical technology company focused on the development and commercialization of innovative solutions to treat Obstructive Sleep Apnea (OSA), today announced a €13.35 million private placement financing from the sale of 2,047,544 new ordinary shares at a price per share of €6.52 (approximately U.S. \$7.10 at current exchange rates), the closing price on Euronext Brussels on March 23, 2023. Gross proceeds total €13.35 million (approximately U.S. \$15 million at current exchange rates) and will be used for general corporate purposes. The closing is expected to occur on or about March 30, 2023, subject to customary closing conditions.

The private placement financing includes historical Nyxoaah shareholders, notably ResMed and Robert Taub, Nyxoaah’s Founder and Chairman.

The ordinary shares are being sold in a private placement and have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state.

About Nyxoaah

Nyxoaah is a medical technology company focused on the development and commercialization of innovative solutions to treat Obstructive Sleep Apnea (OSA). Nyxoaah’s lead solution is the Genio® system, a patient-centered, leadless and battery-free hypoglossal neurostimulation therapy for OSA, the world’s most common sleep disordered breathing condition that is associated with increased mortality risk and cardiovascular comorbidities. Nyxoaah is driven by the vision that OSA patients should enjoy restful nights and feel enabled to live their life to its fullest.

Following the successful completion of the BLAST OSA study, the Genio® system received its European CE Mark in 2019. Following the positive outcomes of the BETTER SLEEP study, Nyxoaah received CE mark approval for the expansion of its therapeutic indications to Complete Concentric Collapse (CCC) patients, currently contraindicated in competitors’ therapy. Additionally, the Company is currently conducting the DREAM IDE pivotal study for FDA and U.S. commercialization approval.

For more information, please visit <http://www.nyxoaah.com/>.

Caution – CE marked since 2019. Investigational device in the United States. Limited by U.S. federal law to investigational use in the United States.



**INSIDE INFORMATION
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ADDITIONAL INFORMATION

The following information is provided pursuant to Article 7:97 of the Belgian Companies and Associations Code. The new shares were offered pursuant to a private placement. The investors that purchase the shares include, among others, (either directly or through entities controlled by them) Robert Taub, who is the chairman of the board of directors, and Jürgen Hambrecht, who is an independent director. Together, those two investors purchase new shares for EUR 5.6 million in gross proceeds at an issue price equal to the closing price on Euronext Brussels on March 23, 2023.

As Robert Taub and Jürgen Hambrecht qualify as related parties of the Company, the board of directors applied the related parties procedure of article 7:97 of the Belgian Companies and Associations Code in connection with the participation of the aforementioned directors to the private placement. Within the context of the aforementioned procedure, prior to resolving on the private placement, a committee of three independent directors of the Company (the "Committee") issued an advice to the board of directors in which the Committee assessed the participation of the two aforementioned investors in the private placement. In its advice to the board of directors, the Committee concluded the following: *"Based on the information provided, the Committee considers that the proposed Transaction is in line with the strategy pursued by the Company, will be done on market terms, and is unlikely to lead to disadvantages for the Company and its shareholders (in terms of dilution) that are not sufficiently compensated by the advantages that the Transaction offers the Company"*.

The Company's board of directors approved the principle of the private placement and did not deviate from the Committee's advice. The Company's statutory auditor's assessment of the Committee's advice and the minutes of the meeting of the Company's board of directors, is as follows: "Based on our limited review, performed in accordance with ISRE 2410 "Review of interim financial information performed by the independent auditor of the entity" and the applicable standards of the "Institut des Réviseurs d'Entreprises/Instituut der Bedrijfsrevisoren", nothing has come to our attention that causes us to believe that the financial and accounting data contained in the minutes of the board of directors' meeting of March 23, 2023 and in the report of the committee of independent directors in accordance with article 7: 97 of the Companies and Associations Code would contain material inconsistencies with the information available to us in the course of our engagement. However, we do not express an opinion on the value of the transaction or on the appropriateness of the decision of the board of directors".

IMPORTANT INFORMATION

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN ANY JURISDICTION WHERE TO DO SO WOULD BE PROHIBITED BY APPLICABLE LAW. THIS ANNOUNCEMENT IS FOR GENERAL INFORMATION ONLY AND DOES NOT FORM PART OF ANY OFFER TO SELL OR PURCHASE, OR THE SOLICITATION OF ANY OFFER TO SELL OR PURCHASE, ANY SECURITIES. THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFER, SUBSCRIPTION, SALE AND PURCHASE OF SECURITIES DESCRIBED IN THIS ANNOUNCEMENT IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. ANY PERSONS READING THIS ANNOUNCEMENT SHOULD INFORM THEMSELVES OF AND OBSERVE ANY SUCH RESTRICTIONS.



**INSIDE INFORMATION
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FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements that are not statements of historical facts are, or may be deemed to be, forward-looking statements. Such forward-looking statements may be identified by words such as “expects,” “potential,” “could,” or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements include express or implied statements relating to, among other things, Nyxoah’s current expectations regarding the Genio® system; planned and ongoing clinical studies of the Genio® system; the potential advantages of the Genio® system; Nyxoah’s goals with respect to the development, regulatory pathway and potential use of the Genio® system; the utility of clinical data in potentially obtaining FDA approval of the Genio® system; the Company’s results of operations, financial condition, liquidity, performance, prospects, growth and strategies; and statements relating to the private placement, including the expected closing, the anticipated proceeds from the private placement and the use thereof. These statements are neither promises nor guarantees and are subject to a variety of risks and uncertainties, many of which are beyond Nyxoah’s control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. In particular, these risks and uncertainties include, without limitation, risks relating to market conditions and the Company’s inability, or the inability of the investors, to satisfy the conditions for the closing in the private placement. Given these uncertainties, the reader is advised not to place any undue reliance on such forward-looking statements. Other risks and uncertainties faced by Nyxoah include those identified under the heading “Risk Factors” in Nyxoah’s most recent Annual Report on Form 20-F filed with the SEC, as well as subsequent filings and reports filed with the SEC. The forward-looking statements contained in this press release reflect Nyxoah’s views as of the date hereof, and Nyxoah does not assume and specifically disclaims any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

Contacts:

Nyxoa

David DeMartino, Chief Strategy Officer

david.demartino@nyxoah.com

+1 310 310 1313