

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Auris Medical Holding Ltd.  
(Exact Name of Registrant as Specified in Its Charter)

**Bermuda**

(State or Other Jurisdiction of  
Incorporation or Organization)

**Not Applicable**

(I.R.S. Employer  
Identification Number)

**Clarendon House**  
**2 Church Street**  
**Hamilton HM 11 Bermuda**  
(Address, Including Zip Code of Principal Executive Offices)

**Auris Medical Holding Ltd. Equity Incentive Plan, as amended**  
(Full title of Plan)

**Cogency Global, Inc.**  
**122 East 42<sup>nd</sup> Street, 18<sup>th</sup> Floor**  
**New York, New York 10168**  
**(212) 947-7200**  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*  
**Michael J. Lerner, Esq.**  
**Steven M. Skolnick, Esq.**  
**Lowenstein Sandler LLP**  
**1251 Avenue of the Americas**  
**New York, NY 10020**  
**Tel: (212) 262-6700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

<b>Title Of Securities To Be Registered</b>	<b>Amount To Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount Of Registration Fee(2)</b>
Common Shares, par value CHF 0.01 per share, reserved for issuance pursuant to the EIP (as defined below)	1,200,000	\$ 2.64	\$ 3,168,000	\$ 345.63

- (1) Covers 1,500,000 common shares issuable under the the Auris Medical Holding Ltd. Equity Incentive Plan, as amended (the "EIP") and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional common shares that become issuable under the EIP by reason of any share dividend, share split or other similar transaction.
- (2) Pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price on the NASDAQ Capital Market on January 12, 2021.

## EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by Auris Medical Holding Ltd. (the “Company”) for the purpose of registering additional common shares of the Company, par value CHF 0.01 per share (the “Common Shares”) under the Company’s Equity Incentive Plan, as amended (the “EIP”). This Registration Statement registers an aggregate of 1,200,000 additional Common Shares available for issuance under the EIP pursuant to the approval by the board of directors of the Company (the “Board”) on December 12, 2020.

The Common Shares registered pursuant to this Registration Statement are of the same class of securities as the 300,000 shares of Common Stock registered for issuance under the EIP pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-232735) filed on July 19, 2019. The information contained in the Company’s Registration Statement on Form S-8 (Registration Nos. 333-232735) is hereby incorporated by reference pursuant to General Instruction E.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

(a) our Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2019, filed with the SEC on April 16, 2020;

(b) our Reports on Form 6-K furnished on [April 23, 2020](#), [June 5, 2020](#), [July 2, 2020](#), [September 8, 2020](#), [September 11, 2020](#), [September 17, 2020](#), [October 9, 2020](#) (as amended by [Form 6-K/A](#), furnished on September 17, 2020), [December 2, 2020](#) and [December 3, 2020](#); and

(c) the description of our Common Shares contained in our Report on [Form 6-K](#) furnished on March 18, 2019, including any subsequent amendment or reports filed for the purpose of updating such description.

All subsequent annual reports on Form 20-F filed by us and all subsequent reports on Form 6-K filed by us that are identified by us as being incorporated by reference shall be deemed to be incorporated by reference into this registration statement and shall be deemed to be a part hereof after the date of this registration statement but before the termination of the offering hereunder.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered hereunder have been sold or that deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of the filing of such documents, provided, that any report on Form 6-K of the Registrant hereafter furnished to the Commission pursuant to the Exchange Act shall be incorporated by reference into this registration statement only if and to the extent provided in such document.

Any statement contained in any document incorporated or deemed to be incorporated by reference into this registration statement shall be deemed to be modified or superseded for purposes thereof to the extent that a statement contained therein or in any other subsequently filed document that is also incorporated or deemed to be incorporated therein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### Item 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hamilton, Bermuda on January 15, 2021.

Auris Medical Holding Ltd.

By: /s/ Thomas Meyer

Name: Thomas Meyer

Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas Meyer and Elmar Schaerli and each of them, individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, in connection with this Registration Statement, including to sign in the name and on behalf of the undersigned, this Registration Statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas Meyer</u> Thomas Meyer	Chief Executive Officer and Director (principal executive officer)	January 15, 2021
<u>/s/ Elmar Schaerli</u> Elmar Schaerli	Chief Financial Officer (principal financial officer and principal accounting officer)	January 15, 2021
<u>/s/ Armando Anido</u> Armando Anido	Director	January 15, 2021
<u>/s/ Mats Blom</u> Mats Blom	Director	January 15, 2021
<u>/s/ Alain Munoz</u> Alain Munoz	Director	January 15, 2021
<u>/s/ Calvin W. Roberts</u> Calvin W. Roberts	Director	January 15, 2021
<u>/s/ Colleen A. De Vries</u> Colleen A. De Vries	Senior Vice President on behalf of Cogency Global Inc., Authorized Representative in the United States	January 15, 2021

## EXHIBIT INDEX

<b>Exhibit Number</b>	
4.1	<a href="#">Memorandum of Continuance of the Registrant (incorporated herein by reference to exhibit 1.2 of the Auris Medical Holding Ltd. Annual Report on Form 20-F filed with the Commission on March 14, 2019)</a>
4.2	<a href="#">Bye-laws of the Registrant (incorporated herein by reference to exhibit 1.3 of the Auris Medical Holding Ltd. Annual Report on Form 20-F filed with the Commission on March 14, 2019)</a>
5.1	<a href="#">Opinion of Conyers Dill &amp; Pearman Limited, Bermuda counsel to the Registrant (filed herewith)</a>
23.1	<a href="#">Consent of Deloitte AG (filed herewith)</a>
23.2	<a href="#">Consent of Conyers Dill &amp; Pearman Limited, Bermuda counsel to the Registrant (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included in the signature page hereof)</a>
99.1	<a href="#">Auris Medical Holding Ltd. Equity Incentive Plan, as amended (incorporated herein by reference to exhibit 99.1 of the Auris Medical Holding Ltd. Registration Statement on Form S-8 filed with the Commission on July 19, 2019)</a>

15 January 2021

Matter No.: 363365  
441 299 4938  
guy.cooper@conyers.com

Auris Medical Holding Ltd.  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Dear Sirs,

**Auris Medical Holding Ltd. (the “Company”)**

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the Securities and Exchange Commission (the “Commission”) on 15 January 2021 (the “Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the “Securities Act”) of 1,200,000 common shares, par value CHF 0.01 per share (the “Common Shares”), issuable pursuant to the Auris Medical Holding Ltd. Equity Incentive Plan, as amended (the “Plan”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined electronic copies of the Registration Statement and the Plan. We have also reviewed the memorandum of continuance and the bye-laws of the Company, each certified by the Secretary of the Company on 14 January 2021, written resolutions of its directors dated 24 June 2019 and minutes of a meeting of the board of directors held on 12 December 2020 (together, the “Resolutions”) and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us; (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended; (e) that the Plan and the issuance of Common Shares in respect thereof were duly authorised prior to the Company’s continuance in Bermuda and that such authorisations remain in full force and effect and have not been rescinded, amended or terminated; (f) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein; (g) the validity and binding effect under the laws of Switzerland of the Plan in accordance with its terms; (h) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (i) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof; (j) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued common shares; (k) that the Company’s shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, and the consent to the issue and free transfer of the Common Shares given by the Bermuda Monetary Authority dated 27 February 2019 will not have been revoked or amended at the time of issuance of any Common Shares.

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We express no opinion with respect to the issuance of shares pursuant to any provision of the Plan that purports to obligate the Company to issue shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority under the Companies Act 1981 or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

**/s/ Conyers Dill & Pearman Limited**

**Conyers Dill & Pearman Limited**





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Switzerland

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 16, 2020, relating to the financial statements of Auris Medical Holding Ltd. appearing in the Annual Report on Form 20-F of Auris Medical Holding Ltd. for the year ended December 31, 2019.

**Deloitte AG**

/s/ Matthias Gschwend

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/s/ Adrian Kaeppli

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Zurich, Switzerland  
January 15, 2021