
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 January, 2021

Commission File Number: 001-36582

Auris Medical Holding Ltd.
(Exact name of registrant as specified in its charter)

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda
(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):

Yes No

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):

Yes No

ATM Offering

As previously announced, on November 30, 2018, Auris Medical Holding Ltd. (the “Company”) entered into a certain Sales Agreement, as amended, or sales agreement, with A.G.P./Alliance Global Partners, or A.G.P., relating to the Company’s common shares (par value of CHF 0.01 per common share) having an aggregate offering price of up to \$25 million. On November 30, 2018, pursuant to the sales agreement, the Company filed a prospectus supplement pursuant to which it could offer and sell, from time to time, its common shares having an aggregate offering price of up to \$3.25 million through A.G.P. In addition, on January 15, 2021, the Company filed a prospectus supplement registering the offer and sale of common shares having an aggregate offering price of up to \$8.0 million from time to time through A.G.P., such that the aggregate amount of common shares which the Company may sell through the sales agent pursuant to the sales agreement, including sales that have already occurred to date, is \$11.25 million. As of January 15, 2021, the Company has issued and sold an aggregate of 1,758,618 common shares for gross proceeds of approximately \$3.25 million under the sales agreement.

The sales of common shares, if any, under the sales agreement will be made at market prices by any method deemed to be an “at the market offering” as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended, including sales made directly on the Nasdaq Capital Market, on any other existing trading market for the Company’s common shares or to or through a market maker. A.G.P. will be entitled to compensation at a fixed commission rate of 3.0% of the gross proceeds from the sale of common shares pursuant to the sales agreement. Because there are no minimum sale requirements as a condition to the offering, the actual total public offering price, commissions and net proceeds to the Company, if any, are not determinable at this time. The actual dollar amount and number of common shares sold through the sales agreement will be dependent, among other things, on market conditions and the Company’s capital raising requirements.

The foregoing summary of the sales agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the sales agreement and amendment No. 1 thereto, which are included as Exhibits 1.1 and 1.2 hereto, respectively.

A copy of the opinion of Conyers Dill & Pearman Limited relating to the legality of the issuance and sale of the common shares is filed herewith as Exhibit 5.1.

This Report on Form 6-K shall not constitute an offer to sell or the solicitation of an offer to buy the common shares, nor shall there be any offer, solicitation or sale of the common shares in any state or country in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or country.

INCORPORATION BY REFERENCE

This Report on Form 6-K, including Exhibit 5.1 to this Report on Form 6-K, shall be deemed to be incorporated by reference into the registration statements on [Form F-3](#) (Registration Number 333-228121 and 333-249347) and [Form S-8](#) (Registration Number 333-232735 and Registration Number 333-252141) of Auris Medical Holding Ltd. 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.

EXHIBIT INDEX

Exhibit Number	Description
1.1	Sales Agreement, dated as of November 30, 2018, between Auris Medical Holding AG and A.G.P./Alliance Global Partners (incorporated by reference to exhibit 1.1 of the Auris Medical Holding AG report on Form 6-K filed with the Commission on November 30, 2018).
1.2	Amendment No. 1 to Sales Agreement, dated as of April 5, 2019, between Auris Medical Holding Ltd. and A.G.P./Alliance Global Partners (incorporated by reference to exhibit 1.1 of the Auris Medical Holding Ltd. report on Form 6-K filed with the Commission on April 5, 2019).
5.1	Opinion of Conyers Dill & Pearman Limited, Bermuda counsel to the Company, as to the validity of the common shares of Auris Medical Holding Ltd.

SIGNATURE

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.

Auris Medical Holding Ltd.

Date: January 15, 2021

By: /s/ Thomas Meyer

Name: Thomas Meyer

Title: Chief Executive Officer

15 January 2021

Matter No.: 364959
Doc Ref: 18572340
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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 legal counsel in Bermuda to the Company in connection with an offering to be made pursuant to a prospectus comprised of a base prospectus (the “Base Prospectus”, 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) included in a registration statement on form F-3 (Registration No. 333-22812) filed with the Securities and Exchange Commission (the “Commission” or the “SEC”) on 1 November 2018, as amended by Post-Effective Amendment No. 1 dated 27 March 2019 and as supplemented by a prospectus supplement (the “Prospectus Supplement” 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) dated 15 January 2021 filed with the Commission (as so filed, amended and supplemented 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) pursuant to Rule 424(b)(5) under the U.S. Securities Act of 1933, as amended, (the “Securities Act”) of up to US\$8,000,000 of the Company’s common shares, par value CH 0.01 each (“Common Shares”) for sale through the A.G.P./Alliance Global Partners as sales agent and/or principal of the Company pursuant the sales agreement dated November 30, 2018 as amended by an amendment No.1 dated 5 April 2019 between the Company and A.G.P./Alliance Global Partners (the “Sales Agreement”, 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 an electronic copy of the Registration Statement and the Sales Agreement. We have also reviewed the memorandum of continuance and the bye-laws of the Company (together, the “Constitutional Documents”), each certified by the Secretary of the Company on 14 January 2021, minutes of a meeting of the board of directors held on 12 December 2020 (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) 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 Sales Agreement and any other documents reviewed by us; (d) that the Registration Statement, the Sales Agreement and the issue of the Common Shares under the Sales Agreement were duly authorised prior to the Company's continuance to Bermuda and that such authorisations remain in full force and effect and have not been rescinded, amended or terminated and 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 Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein; (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) that the Company will have sufficient authorised capital to effect the issue of any of the Common Shares at the time of issuance; (h) that the Company's Common Shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended (the "Companies Act"), which includes NASDAQ, at the time of issuance of any Common Shares and the consent to the issue and free transfer of the Company's securities given by the Bermuda Monetary Authority as of 27 February 2019 will not have been revoked or amended at the time of issuance of any Common Shares; and (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 and at the price per share validly determined by the Company's ATM Pricing Committee or Company management.

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 your benefit and use in connection with the matter described herein and is not to be relied upon by any other person, firm or entity or 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 governmental authority under the Companies Act or pay any Bermuda government fee 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 Registration Statement, the Common Shares to be sold by the Company 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 Common Shares).

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Report on Form 6-K furnished on 15 January 2021 and to the incorporation by reference of this opinion in the Registration Statement, and to the references to our firm under the captions "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within 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
