

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**AURIS MEDICAL HOLDING AG**

(Exact name of Registrant as specified in its charter)

**Switzerland**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**NOT APPLICABLE**  
(I.R.S. Employer  
Identification Number)

**Bahnhofstrasse 21  
6300 Zug, Switzerland  
+41 (0)41 729 71 94**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Agent for Service of Process  
National Corporate Research, Ltd.  
10 East 40<sup>th</sup> Street  
New York, New York 10016  
(212) 947-7200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Richard D. Truesdell, Jr.  
Sophia Hudson  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017**

**Rachel W. Sheridan  
Nathan Ajiashvili  
Latham & Watkins LLP  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-203554

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form F-1 (File No. 333-203554) is filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the "Securities Act"), solely to replace Exhibits 5.1 and 23.3 to such Registration Statement. This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(d) under the Securities Act.

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**PART II**  
**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 8. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this registration statement:

- 1.1\* Form of Underwriting Agreement
- 3.1 Articles of Association (incorporated by reference to exhibit 1.1 of the Auris Medical Holding AG Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Commission on March 31, 2015)
- 4.1 Registration Rights Agreement between Auris Medical Holding AG and the shareholders listed therein (incorporated by reference to exhibit 4.1 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on July 21, 2014)
- 5.1 Opinion of Froriep, Swiss counsel of Auris Medical Holding AG, as to the validity of the common shares
- 8.1\* Opinion of Froriep, Swiss counsel of Auris Medical Holding AG, as to Swiss tax matters
- 8.2\* Opinion of Davis Polk & Wardwell LLP, as to U.S. tax matters
- 10.1† Collaboration and License Agreement, dated October 21, 2003, between Auris Medical AG and Xigen SA (incorporated by reference to exhibit 10.1 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.2† Co-Ownership and Exploitation Agreement, dated September 29, 2003, between Auris Medical AG and INSERM (incorporated by reference to exhibit 10.2 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.3 Series C Investment Agreement, dated April 5, 2013 (incorporated by reference to exhibit 10.3 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.4 Series C Shareholders' Agreement, dated April 5, 2013 (incorporated by reference to exhibit 10.4 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.5 Convertible Loan Agreement, dated December 2013, between Auris Medical AG and Sofinnova Venture Partners VIII, L.P. and Sofinnova Capital VII FCPR (incorporated by reference to exhibit 10.5 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.6 Service Agreement, dated January 2011 between Auris Medical AG and Altamira Pharma GmbH (incorporated by reference to exhibit 10.6 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.7 Termination of Service Agreement, dated February 2014 between Auris Medical AG and Altamira Pharma GmbH (incorporated by reference to exhibit 10.7 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.8 Loan Agreement, dated January 2013 between Auris Medical AG and Altamira Pharma GmbH (incorporated by reference to exhibit 10.8 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.9 Form of Indemnification Agreement (incorporated by reference to exhibit 10.9 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on July 21, 2014)
- 10.10 English language translation of Lease Agreement between Auris Medical AG and Privera AG (incorporated by reference to exhibit 10.10 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.11 Stock Option Plan A (incorporated by reference to exhibit 10.11 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 10.12 Stock Option Plan C (incorporated by reference to exhibit 10.12 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 21.1 List of subsidiaries (incorporated by reference to exhibit 2.1 of the Auris Medical Holding AG registration statement on Form F-1 (Registration no. 333-197105) filed with the Commission on June 27, 2014)
- 23.1\* Consent of Deloitte AG
- 23.2\* Consent of KPMG AG
- 23.3 Consent of Froriep, Swiss counsel of Auris Medical Holding AG (included in Exhibit 5.1)
- 23.4\* Consent of Froriep, Swiss counsel of Auris Medical Holding AG (included in Exhibit 8.1)
- 23.5\* Consent of Davis Polk & Wardwell LLP (included in Exhibit 8.2)
- 23.6\* Consent of MEDACorp, Inc.
- 24.1\* Powers of attorney (included on signature page to the registration statement)

\* Filed as part of this registration statement on Form F-1 (Registration no. 333-203554) on May 4, 2015.

† Confidential treatment requested as to portions of the exhibit. Confidential materials omitted and filed separately with the Securities and Exchange Commission.

(b) Financial Statement Schedules



## 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 on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Zug, Switzerland on May 19, 2015.

Auris Medical Holding AG

By:

/s/ Thomas Meyer

Name: Thomas Meyer

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on May 19, 2015 in the capacities indicated:

<u>NAME</u>	<u>TITLE</u>
<u>/s/ Thomas Meyer</u> Thomas Meyer	Chief Executive Officer and Director (principal executive officer)
<u>/s/ Sven Zimmermann</u> Sven Zimmermann	Chief Financial Officer (principal financial officer and principal accounting officer)
<u>*</u> Wolfgang Arnold	Director
<u>*</u> James I. Healy	Director
<u>*</u> Oliver Kubli	Director
<u>*</u> Antoine Papiernik	Director
<u>*</u> Berndt Modig	Director
<u>*</u> Calvin Roberts	Director
<u>*</u> Colleen A. DeVries SVP of National Corporate Research, Ltd.	Authorized Representative in the United States

\*By: /s/ Thomas Meyer  
Thomas Meyer  
As Attorney-in-Fact

## EXHIBIT INDEX

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\* Filed as part of this registration statement on Form F-1 (Registration no. 333-203554) on May 4, 2015.

† Confidential treatment requested as to portions of the exhibit. Confidential materials omitted and filed separately with the Securities and Exchange Commission.





To:  
Auris Medical Holding AG  
Bahnhofstrasse 21  
6300 Zug  
Switzerland

Zurich, May 19, 2015  
10031170/486428

**Marco A. Rizzi** | Partner  
mrizzi@froriep.ch

**Auris Medical Holding AG – Registration Statement on Form F-1**

Ladies and Gentlemen:

We have acted as Swiss counsel to Auris Medical Holding AG (the "**Company**") in connection with the filing of a registration statement on Form F-1, as amended (Registration No.333-203554) and including the prospectus set forth therein (the "**Registration Statement**") for the purpose of registering under the United States Securities Act of 1933, as amended (the "**Securities Act**") 5,275,000 common shares of CHF 0.40 par value each of the Company (the "**Shares**"), and any additional shares with a nominal value of CHF 0.40 sold or, if and to the extent such option is exercised, to be sold to the underwriters pursuant to the over-allotment option granted by the Company to the underwriters. As such counsel, we have been requested to render an opinion as to certain matters of Swiss law.

**1. Basis of Opinion**

This opinion is confined to and given on the basis of the laws of Switzerland in force at the date hereof and as currently applied by the Swiss courts. In the absence of statutory or established case law, we base our opinion on our independent professional judgement.

This opinion is also confined to the matters stated herein and is not to be read as extending, by implication or otherwise, to any other matter.

For the purpose of giving this opinion, we have only examined the following documents (the "**Documents**"):

FRORIEP | Attorneys at law | Bellerivestrasse 201 | P.O. Box 385 | 8034 Zurich | T +41 44 386 60 00 | froriep.com

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- (i) a pdf copy of the Registration Statement;
- (ii) a pdf copy of the original certified articles of incorporation of the Company in their version of May 18, 2015 (the "**Articles**");
- (iii) a pdf copy of the original of the internal regulations (*Organisationsreglement*) of the Company in their version of July 4, 2014 (the "**Organizational Regulations**");
- (iv) the original of a certified excerpt from the daily registry of the Commercial Register of the Canton of Zug dated May 19, 2015 relating to the Company (the "**Excerpt**");
- (v) a pdf of the resolution of the Company's pricing committee dated May 14, 2015 approving the pricing terms and conditions (the "**Pricing Committee Resolution**");
- (vi) a pdf copy of a circular resolution of the Company's board of directors dated April 20, 2015 approving, among others, the execution of the underwriting agreement, such underwriting agreement to reflect the pricing terms and conditions as approved by the pricing committee, the listing of the Share on the NASDAQ, and the offering and sale of the Shares as contemplated in the underwriting agreement (the "**Listing Board Resolution**");
- (vii) a pdf copy of the report of the board of directors of the Company regarding the increase of the Company's share capital by the amount of CHF 2,110,000 divided into 5,275,000 shares of a nominal value of CHF 0.40 each (the "**Capital Increase**") (*Kapitalerhöhungsbericht*), dated May 18, 2015 (the "**Board Report**");
- (viii) a pdf copy of a circular resolution of the Company's board of directors dated April 30 / May 1 / May 3, 2015 resolving, among others, the withdrawal and allocation of pre-emptive rights and appointing certain members of the board of directors to take certain actions and pass certain resolutions for the execution of the Capital Increase (the "**Authorization Board Resolution**");
- (ix) a pdf copy of the notarized resolutions of the board of directors of the Company regarding the execution of the Capital Increase based on the resolution of the shareholders' meeting of the Company dated July 14, 2014 regarding the authorization of the board of directors to increase the share capital, which entered into force upon the execution by the board of directors of the authorized capital increase of August 7, 2014 (*Feststellungsbeschluss*) as well as the statement on the execution of the Capital Increase, dated May 18, 2015 (the "**Capital Increase Board Resolution**" and together with the Listing Board Resolution and the Authorization Board Resolution, the "**Board Resolutions**");

- (x) a pdf copy of certain declarations of the Company vis-à-vis the Commercial Register of the Canton of Zug (*Lex Friedrich- und Stampa-Erklärungen*), dated May, 18 2015 (the "**Declarations**");
- (xi) a pdf copy of the capital payment confirmation from UBS AG (*Kapitaleinzahlungsbestätigung*) regarding the transfer of CHF 2,110,000 to a blocked bank account, dated May 15, 2015 (the "**Bank Confirmation**");
- (xii) pdf copies of the subscription forms (*Zeichnungsscheine*), dated May 14, 2015 and signed on behalf of the relevant underwriter (the "**Subscription Forms**");
- (xiii) a pdf copy of the audit confirmation by Deloitte AG on the Board Report (*Prüfungsbestätigung*), dated May 18, 2015 (the "**Audit Confirmation**"); and
- (xiv) a pdf copy of the Company's uncertificated securities book dated May 19, 2015 (*Wertrechtbuch*) confirming the creation of 5,275,000 uncertificated securities of the Company (the "**Securities Book**").

No documents have been reviewed by ourselves in connection with this opinion other than those listed above. Accordingly, our opinion is limited to the above Documents and their legal implications under Swiss law.

All terms used in this opinion in uppercase form shall have the meaning ascribed to them in the Registration Statement, unless otherwise defined herein. In this opinion, Swiss legal concepts are expressed in English terms and not in their original language. These concepts may not be identical to the concepts described by the same English language terms as they exist under the laws of other jurisdictions.

## 2. Assumptions

In rendering the opinion below, we have assumed:

- a) the conformity to the Documents of all documents produced to us as copies, fax copies or via e-mail, and that the original was executed in the manner appearing on the copy of the draft;
- b) the genuineness and authenticity of the signatures on all copies of the original Documents thereof which we have examined, and the accuracy of all factual information contained in, or material statements given in connection with, the Documents;

- c) the Board Resolutions have been duly resolved in meetings duly convened, or, respectively, in duly executed circular resolutions and have not been rescinded or amended and are in full force and effect;
- d) the Board Report, the Declarations and the Audit Confirmation have not been rescinded or amended and are in full force and effect, and the Bank Confirmation is correct as of the date hereof;
- e) the Registration Statement has been duly filed by the Company;
- f) the Articles, the Organizational Regulations, the Excerpt and the Securities Book are unchanged and correct as of the date hereof and no changes have been made which should have been or should be reflected in the Articles, the Organizational Regulations, the Excerpt or the Securities Book as of the date hereof;
- g) with regard to the Excerpt, a corresponding registration will be made in the main registry of the Commercial Register of the Canton of Zug relating to the Company, and the entering into force of the Company's Articles and the Capital Increase will be published in the Swiss Official Gazette of Commerce;
- h) each Subscription Form is within the capacity and power of, and has been validly authorized and executed by and is binding on the relevant Underwriter; and
- i) to the extent relevant for purposes of this opinion, all factual information contained in, or material statements given in connection with, the Documents are true, complete and accurate.

### **3. Opinion**

Based upon the foregoing and subject to the qualifications set out below, we are of the opinion that the Shares have been validly issued, fully paid-in (up to their nominal amount) and are non-assessable.

### **4. Qualifications**

The above opinions are subject to the following qualifications:

- a) The lawyers of our firm are members of the Swiss bar and do not hold themselves to be experts in any laws other than the laws of Switzerland. Accordingly, we are opining herein as

to Swiss law only and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

- b) This opinion is based on the current provisions of the laws of Switzerland and the regulations thereunder in effect on the date hereof and only as currently interpreted in Switzerland. Such laws and their interpretation are subject to change.
- c) When used in this opinion, the term "non-assessable" means that no further contributions have to be made by the relevant holder of the Shares.
- d) When used in this opinion, the term "validly issued" means that the issuance of the Shares is valid between the Company and the underwriters as the initial subscribers of the Shares.
- e) We express no opinion as to the accuracy or completeness of the information contained in the Registration Statement.
- f) We express no opinion as to any commercial, calculating, auditing or other non-legal matters. Further, we express no opinion as to tax law.

\* \* \*

We have rendered this opinion as of the date hereof and we assume no obligation to advise you of changes that may thereafter be brought to our attention.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "Legal Matters" contained in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion shall be governed by and construed in accordance with the laws of Switzerland.

Sincerely yours,

/s/ FRORIEP

FRORIEP

Marco A. Rizzi