

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 October, 2017

Commission File Number: 001-36582

**Auris Medical Holding AG**  
(Exact name of registrant as specified in its charter)

Bahnhofstrasse 21  
6300 Zug, Switzerland  
(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

## INCORPORATION BY REFERENCE

This Report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form F-3 (Registration Number 333-333-217305) of Auris Medical Holding AG and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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**

---

<a href="#">5.1</a>	<a href="#">Opinion of Walder Wyss</a>
<a href="#">23.1</a>	<a href="#">Consent of Walder Wyss (included in Exhibit 5.1)</a>

---

**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 AG**

By: /s/ Hernan Levett  
Name: Hernan Levett  
Title: Chief Financial Officer

Date: October 16, 2017

---

To:

Auris Medical Holding AG  
Bahnhofstrasse 21  
6300 Zug  
Switzerland

Zurich, 16 October 2017

**Auris Medical Holding AG – Swiss Legal Opinion**

Dear Madam, Dear Sir,

We have acted as Swiss counsel to Auris Medical Holding AG (the **Company**) in connection with the (i) filing of a registration statement on Form F-3 (Registration No. 333-217305) which includes the prospectus dated 10 September 2015 (the **Registration Statement**) and the documents incorporated by reference therein by the Company with the U.S. Securities and Exchange Commission (the **Commission**) pursuant to the Securities Act of 1933 and (ii) the prospectus supplement dated 10 October 2017 (the **Prospectus Supplement**) of the Company filed with the Commission relating to the issuance by the Company of 1,744,186 common shares of CHF 0.40 par value each (the **Shares**) in accordance with a certain purchase agreement dated as of 10 October 2017 between the Company and Lincoln Park Capital Fund, LLC (the **Investor**) (the **Agreement**) (the **Investment**).

As such counsel, we have been requested to render an opinion as to certain matters of Swiss law.

---

**1. Scope and Limitation of Opinion**

Our opinion is strictly confined to matters of Swiss law as in force at the date hereof and as it is presently applied by the Swiss courts. Such law and its interpretation are subject to change. In the absence of explicit statutory law or established case law, we base our opinion solely on our independent professional judgment.

Our opinion is strictly limited to the Documents (as defined below) and the matters stated herein and is not to be read as extending, by implication or otherwise, to any agreement or document referred to in any of the Documents or any other matter.

For purposes of this opinion, we have not conducted any due diligence or similar investigation or verification as to any matters stated 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. Documents**

For purposes of rendering the opinion expressed herein, we have received the following documents (the **Documents**):

- (a) a .pdf copy of the Registration Statement;
- (b) a .pdf copy of the Prospectus Supplement;
- (c) a .pdf copy of the Agreement;
- (d) a .pdf copy of the certified articles of incorporation of the Company in their version of 13 October 2017 (the **Articles**);
- (e) a .pdf copy of the organizational regulations (*Organisationsreglement*) of the board of directors of the Company in their version of 1 May 2017 (the **Organizational Regulations**);

- (f) a .pdf copy of the resolution of the Company's shareholders' meeting, dated 13 April 2017 approving, among others, the amendments to the authorized share capital of the Company under its articles of association (the **AGM Resolution**);
- (g) a .pdf copy of the minutes of the resolution of Company's board of directors dated 2 October 2017 approving, among others, the entering into the Agreement (the **Board Resolution 1**);
- (h) a .pdf copy of the minutes of resolution the Company's board of directors dated 2 October 2017 resolving, among others, the withdrawal and allocation of pre-emptive rights and approving that a member of the board of directors may take certain actions and pass certain resolutions for the execution of the capital increase in connection with the Investment (the **Authorization Board Resolution**);
- (i) a .pdf copy of the report of the board of directors of the Company dated 13 October 2017 regarding the increase of the Company's share capital by the amount of CHF 697,674.40 through the issuance of 1,744,186 Shares of a nominal value of CHF 0.40 each (the **Capital Increase**) (*Kapitalerhöhungsbericht*) (the **Board Report**);
- (j) a .pdf copy of the signed subscription form (*Zeichnungsschein*) dated on or around 13 October 2017 (the **Subscription Form**);
- (k) 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 13 April 2017 regarding the authorization of the board of directors to increase the share capital and the Articles (*Feststellungsbeschluss*) dated 13 October 2017 (the **Capital Increase Board Resolution** and together with the Board Resolution 1 and the Authorization Board Resolution, the **Board Resolutions**);
- (l) 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 13 October 2017 (the **Declarations**);
- (m) a .pdf copy of the capital payment confirmation from UBS Switzerland AG (*Kapitaleinzahlungsbestätigung*) regarding the transfer of

CHF 697,674.40 to a blocked bank account dated 13 October 2017 (the **Bank Confirmation**);

- (n) a .pdf copy of the audit confirmation by Deloitte AG on the Board Report (*Prüfungsbestätigung*) dated 13 October 2017 (the **Audit Confirmation**);
- (o) a .pdf copy of the Company's uncertificated securities book dated 13 October 2017 (*Wertrechtbuch*) confirming the creation of 1,744,186 uncertificated securities of the Company (the **Securities Book**); and
- (p) a .pdf copy of a certified excerpt from the daily registry (*Tagebuchauszug*) of the Commercial Register of the Canton of Zug dated 13 October 2017 relating to issuance of 1,744,186 Shares (the **Excerpt**).

No documents have been reviewed by us in connection with this opinion other than the Documents listed in this Section 2 (*Documents*).

All terms used in this opinion in uppercase form shall have the meaning ascribed to them in the Registration Statement, unless otherwise defined herein.

---

### 3. 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 AGM Resolution has been duly resolved in a meeting duly convened and has not been rescinded or amended and is in full force and effect;
- (d) 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;



- (e) 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;
- (f) the Registration Statement has been duly filed by the Company;
- (g) 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;
- (h) the Capital Increase will be published in the Swiss Official Gazette of Commerce;
- (i) the Subscription Form is within the capacity and power of, and has been validly authorized and executed by and is binding on the Investor;
- (j) all parties to the Agreement have performed (and if not yet performed, will perform) all obligations by which they are bound in accordance with the respective terms;
- (k) the Investment has been conducted in the manner as described in the Prospectus Supplement and the Agreement;
- (l) 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;
- (m) the Agreement is and will be valid, binding and enforceable under the law of the State of New York, which is the law by which the Agreement is expressed to be governed, and the choice of the law of the State of New York provided in Agreement is valid under the law of the State of New York;
- (n) that all parties to the Agreement (other than the Company) have the capacity, power, authority and legal right to enter into, deliver and perform their respective rights and obligations under, the Agreement under all relevant laws and regulations; and

- (o) that neither the execution and delivery of the Agreement nor the transactions contemplated by the Agreement will be illegal or contrary to the laws of any relevant jurisdiction (other than Switzerland).
- 

#### 4. Opinion

Based upon the foregoing and subject to the qualifications set out below, we are of the following opinion:

1. The Shares have been validly issued, fully paid-in (up to their nominal amount) and are non-assessable.
- 

#### 5. 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) We express no opinion as regards the withdrawal of shareholders' pre-emptive rights (*Bezugsrechte*) in connection with the Investment.
  - (d) 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.
  - (e) We express no opinion as to the accuracy or completeness of the information contained in the Registration Statement or the Prospectus Supplement.
  - (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.
-

---

**6. Miscellaneous**

- (a) We do not assume any obligation to advise you of any changes in applicable law or any other matter that may come to our attention after the date hereof that may affect our opinion expressed herein.
- (b) We hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Report on Form 6-K filed on the date hereof and to the incorporation by reference of this opinion in the Registration Statement, and to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.
- (c) This opinion is governed by and shall be construed in accordance with the substantive laws of Switzerland, the ordinary Courts of Zurich having exclusive jurisdiction.

Yours faithfully,

/s/ Alex Nikitine  
Alex Nikitine