

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

## FORM F-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Auris Medical Holding Ltd.**

(Exact Name of Registrant as Specified in Its Charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Bermuda**(State or Other Jurisdiction of  
Incorporation or Organization)**2834**(Primary Standard Industrial  
Classification Code Number)**NOT APPLICABLE**(I.R.S. Employer  
Identification Number)

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Tel: (441) 295-5950

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Agent for Service of Process Info  
Cogency Global, Inc.  
10 East 40th Street, 10th Floor  
New York, NY 10016  
(212) 947-7200

(Name, Address, Including Zip Code, 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

Oded Har-Even, Esq.  
Robert V. Condon III, Esq.  
Zysman, Aharoni, Gayer and Sullivan & Worcester LLP  
1633 Broadway  
New York, NY 10019  
Tel: (212) 660-5000

**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.  333-231114

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.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company 

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 Each Class Of Securities To Be Registered</b>	<b>Proposed Maximum Aggregate Offering Price per Unit(1)(7)</b>	<b>Amount Of Registration Fee</b>
Units consisting of:		
• Common shares, par value CHF 0.40 per share(2)(4)		
• Warrants to purchase common shares, par value CHF 0.40 per share(3)	\$ 1,149,993	\$ 139.38
Units consisting of:		
• Pre-Funded warrants to purchase common shares, par value CHF 0.40 per share(4)(5)		
• Warrants to purchase common shares, par value CHF 0.40 per share(3)	-	-
Common shares, par value CHF 0.40 per share, issuable upon exercise of the pre-funded warrants(2)(3)	-	-
Common shares, par value CHF 0.40 per share, issuable upon exercise of the warrants(2)(6)	\$ 1,264,993	\$ 153.32
<b>Total</b>	<b>\$ 2,414,986</b>	<b>\$ 292.70</b>

- (1) Calculated in accordance with Rule 457(o) of the Securities Act of 1933, as amended. Includes common shares, warrants and pre-funded warrants to be sold upon exercise of the underwriters' option to purchase additional common shares, warrants and pre-funded warrants. See "Underwriting."
- (2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act.
- (4) The proposed maximum offering price of the common shares proposed to be sold in the offering will be reduced on a dollar-for-dollar basis on the offering price of any pre-funded warrants offered and sold in the offering, and as such the proposed aggregate maximum offering price of the units consisting of common shares and warrants and the units consisting of pre-funded warrants (including the common shares issuable upon exercise of the pre-funded warrants) and warrants if any, is \$1,149,993.
- (5) The Registrant may issue pre-funded warrants to purchase common shares in the offering. The purchase price of each unit consisting of a pre-funded warrant and a warrant will equal the price per unit at which units of common shares and warrants are being sold to the public in this offering, minus CHF 0.01, and the exercise price of each pre-funded warrant will equal CHF 0.01 per share, payable in Swiss Francs.
- (6) The warrants are exercisable at a per share exercise price equal to 110% of the public offering price (payable in Swiss Francs) of one unit consisting of a common share and a warrant. The proposed maximum aggregate public offering price of the common shares issuable upon exercise of the warrants was calculated to be \$1,264,993, which is equal to 110% of \$1,149,993 (which is 100% of \$1,149,993 since the warrants included in each unit consisting of a common share and a warrant is a warrant to purchase one common share).
- (7) The \$1,149,993 of units and \$1,264,993 of common shares issuable upon exercise of the warrants being registered in this Registration Statement is in addition to the \$8,050,000 of units, \$7,000,000 of pre-funded units and \$16,555,000 of common shares issuable upon exercise of the warrants registered pursuant to the Registrant's Registration Statement on Form F-1 (File No. 333-231114).

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) (“Rule 462(b)”) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the contents of the Registration Statement on Form F-1 (File No. 333-231114) of Auris Medical Holding Ltd. (the “Registrant”), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the “Commission”) on May 10, 2019 are incorporated by reference into this Registration Statement.

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**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 8. Exhibits**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-231114 are incorporated by reference herein, and shall be deemed to be a part of this Registration Statement, except for the ones listed in the Exhibit Index attached to this Registration Statement, which is incorporated by reference herein.

## EXHIBIT INDEX

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

- 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.](#)
- 5.2 [Opinion of Lowenstein Sandler LLP, U.S. counsel to the Company, as to the validity of the warrants](#)
- 23.1 [Consent of Deloitte AG](#)
- 23.2 [Consent of Conyers Dill & Pearman Limited, Bermuda counsel to the Company \(included in Exhibit 5.1\)](#)
- 23.3 [Consent of Lowenstein Sandler LLP, U.S. counsel to the Company \(included in Exhibit 5.2\)](#)
- 24.1 [Powers of attorney \(incorporated by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form F-1 \(File No. 333-231114\) filed with the Commission on April 30, 2019\)](#)

**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 Hamilton, Bermuda on May 13, 2019.

**Auris Medical Holding Ltd.**

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 13, 2019 in the capacities indicated:

By: /s/ Thomas Meyer  
Name: Thomas Meyer  
Title: Chief Executive Officer and Director  
(principal executive officer)

By: \*  
Name: Hernan Levett  
Title: Chief Financial Officer (principal financial officer and principal accounting officer)

By: \*  
Name: Armando Anido  
Title: Director

By: \*  
Name: Mats Blom  
Title: Director

By: \*  
Name: Alain Munoz  
Title: Director

By: \*  
Name: Calvin Roberts  
Title: Director

By: \*  
Name: Richard Arthur  
Title: Assistant Secretary on behalf of  
Cogency Global Inc., Authorized  
Representative in the United States

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

13 May, 2019

Matter No.:361824  
+1-441-295 1422  
guy.cooper@conyersdill.comAuris 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 F-1 (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) filed pursuant to Rule 426(b) under the Securities Act of 1933 (the "Securities Act") with the U.S. Securities and Exchange Commission (the "Commission") on 13 May 2019 relating to the registration under the Securities Act of (i) up to 294,870 common shares par value CHF 0.40 each (the "Common Shares") and warrants entitling the holder to purchase up to 294,870 common shares of CHF 0.40 par value each ("Warrants"; the common shares of CHF 0.40 par value each issuable upon exercise of the Warrants are referred to as the "Warrant Shares"), with each of the Common Shares and the Warrants being offered in units consisting of Common Shares and Warrants. The Common Shares and the Warrants will be sold pursuant to an Underwriting Agreement (the "Agreement") between the Company and A.G.P./Alliance Global Partners.

For the purposes of giving this opinion, we have examined a copy of the Registration Statement and the Agreement. We have also reviewed the memorandum of continuance and the bye-laws of the Company, each certified by the Secretary of the Company on **9 May 2019 (the "Constitutional Documents")**, minutes of a meeting of the Company's board of directors held on 25 April 2019 and unanimous written resolutions of the Company dated 5 May 2019 (collectively, the "Resolutions"), the form of the individual warrant agreement constituting the Warrants (the "Warrant Document"), which is exhibited to Registration Statement No. 333-231114 and is incorporated by reference in the Registration Statement, 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 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, and will not be, rescinded or amended, (e) 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, (f) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein, (g) that each individual warrant agreement constituting the Warrants is in the same form as the Warrant Document; (h) that the Agreement and each individual warrant agreement constituting the Warrants will be duly approved, executed and delivered by or on behalf of the Company and all other parties thereto; (i) that the Agreement and each individual warrant agreement constituting the Warrants will be valid and binding in accordance with its terms pursuant to its governing law, (j) that upon issue of any Warrant Shares the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (k) that the Company will have sufficient authorised capital to effect the issue of any of the Warrant Shares at the time of issuance upon exercise of the Warrants; and (l) that the Pricing Committee of the Board of Directors of the Company shall approve the final number of, manner of and price at which the Common Shares, the Warrants and the Warrant Shares are sold and issued.

"Non-assessability" is not a legal concept under Bermuda law, but when we describe the Common Shares and/or Warrant Shares herein as being "non-assessable" we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Common Shares and/or Warrant Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such shares and no member shall be bound by an alteration in the Constitutional Documents after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Common Shares or Warrant Shares or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.



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 offering of the Common Shares and Warrants by the Company 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 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 as contemplated by the Registration Statement and the Agreement, the Common Shares will be validly issued, fully paid and non-assessable.
3. When issued and paid for in accordance with an individual warrant agreement constituting the Warrants, the Warrant Shares will be validly issued, fully paid and non-assessable.
4. The Company has taken all corporate action required to authorise its execution, delivery and performance of the Agreement and the individual warrant agreements constituting the Warrants.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions "Legal Matters" in the prospectus forming a part of the Registration Statement No. 333-231114. 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**

May 13, 2018

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

Bermuda

Ladies and Gentlemen:

We have acted as special U.S. counsel to Auris Medical Holding Ltd., an exempted company incorporated in Bermuda (the “**Company**”) in connection with the sale and issuance of up to 294,870 of the Company’s common shares, par value CHF 0.40 per share (the “**Common Shares**” and such shares, the “**Shares**”) and Warrants (the “**Warrants**”) to purchase up to an aggregate of 294,870 Common Shares (the “**Warrant Shares**”) pursuant to the Registration Statement on Form F-1 (the “**462(b) Registration Statement**”) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), and the rules and regulations promulgated thereunder. The Shares and Warrants are to be sold pursuant to an Underwriting Agreement (the “**Agreement**”) between the Company and A.G.P./Alliance Global Partners, as the representative (the “**Representative**”) of the several underwriters, if any, named in Schedule I thereto (each an “**Underwriter**” and collectively, the “**Underwriters**”).

As counsel to the Company in connection with the proposed potential issuance and sale of the above-referenced Shares, Warrants and Warrant Shares, we have reviewed the 462(b) Registration Statement and the respective exhibits thereto. We have also reviewed such corporate documents and records of the Company, such certificates of public officials and officers of the Company and such other matters as we have deemed necessary or appropriate for purposes of this opinion. In our examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that, as set forth in a separate opinion delivered to the Company on the date hereof by Conyers Dill & Pearman Limited, special Bermuda counsel to the Company, the Warrants have been duly authorized; and (v) the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that when the Warrants are duly executed and delivered by the Company and paid for by the Underwriters pursuant to the Agreement, such Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors’ rights and to general equitable principles.

The opinion set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to liability where such indemnification or contribution is contrary to public policy. We express no opinion concerning the enforceability of any waiver of rights or defenses with respect to stay, extension or usury laws.

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Our opinion is limited to the laws of New York. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention. We advise you that matters of Bermuda law are covered in the opinion of Dill & Pearman Limited, special Bermuda counsel for the Company, in Exhibit 5.1 to the 462(b) Registration Statement.

We hereby consent to the inclusion of this opinion as Exhibit 5.2 to the 462(b) Registration Statement and to the references to our firm therein and in the Prospectus which is part of the Registration Statement on Form F-1 (File No. 333-231114), as amended, under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Lowenstein Sandler LLP

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Lowenstein Sandler LLP



Deloitte AG  
General-Guisan-Quai 38  
8022 Zurich  
Switzerland  
Phone: +41 (0)58 279 6000  
Fax: +41 (0)58 279 6600  
www.deloitte.ch

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 14, 2019, relating to the consolidated financial statements of Auris Medical Holding Ltd. (formerly Auris Medical Holding AG) and its subsidiaries (which report expresses an unqualified opinion on the financial statements and includes an explanatory paragraph referring to the retrospective adjustments for the effects of the reverse share split described in Note 21 to the consolidated financial statements) appearing in the Annual Report on Form 20-F of Auris Medical Holding Ltd. for the year ended December 31, 2018 and incorporated by reference in the Prospectus included in Registration Statement on Form F-1, Amendment No. 2 (No. 333-231114).

**Deloitte AG**

/s/ Matthias Gschwend

Zurich, Switzerland  
May 13, 2019

/s/ Adrian Kaeppli