

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

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Not Applicable
(Translation of Registrant's name into English)

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 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:

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

Oded Har-Even, Esq.
Robert V. Condon III, Esq.
Zysman, Aharoni, Gayer and
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019

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. 333-225676

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

Title Of Each Class Of Securities To Be Registered	Proposed Maximum Aggregate Offering Price per Unit(1)(9)	Amount Of Registration Fee
Units consisting of: <ul style="list-style-type: none"> • Common shares, nominal value CHF 0.02 per share(2)(4) • Series A Warrants to purchase common shares, nominal value CHF 0.02 per share(3) • Series B Warrants to purchase common shares, nominal value CHF 0.02 per share(3) 	\$855,128.36	\$106.46
Units consisting of: <ul style="list-style-type: none"> • Pre-Funded warrants to purchase common shares(4)(5) • Series A Warrants to purchase common shares, nominal value CHF 0.02 per share(3) • Series B Warrants to purchase common shares, nominal value CHF 0.02 per share(3) 	—	—
Common shares, nominal value CHF 0.02 per share, issuable upon exercise of the pre-funded warrants(2)(6)	—	—
Common shares, nominal value CHF 0.02 per share, issuable upon exercise of the Series A warrants(2)(7)	\$299,294	\$37.26
Common shares, nominal value CHF 0.02 per share, issuable upon exercise of the Series B warrants(2)(8)	\$213,782	\$26.62
Total		\$170.34

- (1) Calculated in accordance Rule 457(o) of the Securities Act of 1933, as amended. Includes common shares, Series A warrants, Series B warrants and pre-funded warrants to be sold upon exercise of the underwriters' option to purchase additional common shares, Series A warrants, Series B warrants and pre-funded warrants.
- (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(g) 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, Series A warrants and Series B warrants and the units consisting of pre-funded warrants (including the common shares issuable upon exercise of the pre-funded warrants), Series A warrants and Series B warrants if any, covered by this Registration Statement is \$855,128.36.
- (5) The Registrant may issue pre-funded warrants to purchase shares of common shares in the offering. The purchase price of each unit consisting of a pre-funded warrant, Series A warrant and Series B warrant will equal the price per unit at which units of common shares, Series A warrants and Series B warrants are being sold to the public in this offering, minus CHF 0.05, and the exercise price of each pre-funded warrant will equal CHF 0.05 per share.
- (6) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act.
- (7) The Series A warrants are exercisable at a per share exercise price equal to 100% of the public offering price (payable in Swiss Francs, calculated using the exchange rate on the date of this prospectus) of one unit consisting of a common share, Series A warrant and Series B warrant. The proposed maximum aggregate public offering price of the common shares issuable upon exercise of the Series A warrants covered by this Registration Statement was calculated to be \$299,294, which is equal to 100% of \$299,294 (which is 35% of \$855,128.36 since each Series A warrant included in each unit consisting of a common share, Series A warrant and Series B warrant and in each unit consisting of a pre-funded warrant, Series A warrant and Series B warrant is a warrant to purchase 35% of one common share).
- (8) The Series B warrants are exercisable at a per share exercise price equal to 100% of the public offering price (payable in Swiss Francs, calculated using the exchange rate on the date of this prospectus) of one unit consisting of a common share, Series A warrant, and Series B warrant. The proposed maximum aggregate public offering price of the common shares issuable upon exercise of the Series B warrants covered by this Registration Statement was calculated to be \$213,782, which is equal to 100% of \$213,782 (which is 25% of \$855,128.36 since each Series B warrant included in each unit consisting of a common share, Series A warrant and Series B warrant and in each unit consisting of a pre-funded warrant, Series A warrant and Series B warrant is a warrant to purchase 25% of one common share).
- (9) The \$855,128.36 of units, \$299,294 of common shares issuable upon exercise of Series A warrants and \$213,782 of common shares issuable upon exercise of Series B warrants being registered in this Registration Statement is in addition to the \$7,194,871 of units, \$2,770,024 of common shares issuable upon exercise of Series A warrants and \$1,978,588 of common shares issuable upon exercise of Series B warrants registered pursuant to the Registrant's Registration Statement on Form F-1 (File No. 333-225676).

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. 333-225676) of Auris Medical Holding AG (the “Registrant”), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the “Commission”) on July 12, 2018 are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 8. Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-225676 are incorporated by reference herein, and shall be deemed to be a part of this Registration Statement, except for the following, which are filed herewith.

- [5.1](#) [Opinion of Walder Wyss, Swiss counsel of Auris Medical Holding AG, as to the validity of the common shares](#)
- [5.2](#) [Opinion of Davis Polk & Wardwell, LLP, U.S. counsel of Auris Medical Holding AG, as to the validity of the pre-funded warrants, the Series A warrants and Series B warrants](#)
- [23.1](#) [Consent of Deloitte AG](#)
- [23.2](#) [Consent of Walder Wyss, Swiss counsel of Auris Medical Holding AG \(included in Exhibit 5.1\)](#)
- [23.3](#) [Consent of Davis Polk & Wardwell, LLP, U.S. counsel of Auris Medical Holding AG \(included in Exhibit 5.2\)](#)
- [24.1](#) [Powers of attorney \(incorporated by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form F-1 \(File No. 333-225676\) filed with the Commission on June 15, 2018\)](#)

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 July 12, 2018.

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 July 12, 2018 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: Colleen A. DeVries
Title: SVP Cogency Global Inc., Authorized Representative in the United States

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

EXHIBIT INDEX

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walderwyss attorneys at law

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To:

Auris Medical Holding AG
Bahnhofstrasse 21
6300 Zug
Switzerland

Zurich, 12 July 2018
ANI / MPF / SSU / 8285967v18275581v1

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 (i) the filing of a registration statement on Form F-1 (Registration No. 333-225676), as amended and the documents incorporated by reference therein (together, the **Registration Statement**) by the Company with the U.S. Securities and Exchange Commission (the **Commission**) pursuant to the Securities Act of 1933 and (ii) the filing of a registration statement on Form F-1 (the **462(b) Registration Statement**) by the Company with the Commission pursuant to rule 462(b) under the Securities Act of 1933, relating to the issuance by the Company an aggregate of 17,948,717 common shares of CHF 0.02 par value each (the **Shares**), warrants to purchase 0.35 of a common shares of CHF 0.02 par value, each, of the Company (the **Series A Warrants**), warrants to purchase 0.25 of a common shares of CHF 0.02 par value, each, of the Company (the **Series B Warrants** and together with the Series A Warrants, the **Warrants**) and pre-funded warrants to purchase a certain number of common shares of CHF 0.02 par value each of the Company (the **Pre-Funded Warrants**; the common shares issuable upon exercise of the Warrants and/or the Pre-Funded Warrants, the **Warrant Shares**) in accordance with a certain underwriting agreement to be entered into between the Company and A.G.P./Alliance Global Partners (as the representative of the several underwriters (jointly the **Underwriter**)) (the **Agreement**), and additionally up to 2,692,307 common shares of the Company with a nominal value of CHF 0.02 and a certain number of warrants to purchase common shares of CHF 0.02 par value each, if and to the extent a certain over-allotment option granted by the Company to the Underwriter under the Agreement is exercised in accordance with the Agreement (together, the **Offering**). The term Shares includes the additional common shares and the term Warrants includes the additional warrants that may be sold pursuant to an exercise of such option, and the term Warrant Shares includes the common shares of CHF 0.02 par value issuable upon exercise of such additional Warrants.

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 and the 462(b) Registration Statement;
- (b) a .pdf copy of the draft Agreement (in the version of 11 July 2018);
- (c) a .pdf copies of the common share purchase warrants relating to the Warrants (in the version of 11 July 2018) (the **Normal Warrant Document**);
- (d) a .pdf copy of the draft common share purchase pre-funded warrant relating to the Pre-Funded Warrants (in the version of 29 June 2018) (the **Pre-Funded Warrant Document**, and together with the Normal Warrant Document, the **Warrant Document**);
- (e) a .pdf copy of the certified articles of incorporation of the Company in their version of 12 March 2018 (the **Articles**);
- (f) a .pdf copy of an online excerpt from the Commercial Register of the Canton of Zug relating to the Company dated 29 June 2018 (the **Excerpt**);
- (g) a .pdf copy of the organizational regulations (*Organisationsreglement*) of the board of directors of the Company as adopted on 12 March 2018 (the **Organizational Regulations**);
- (h) a .pdf copy of the resolution of the Company's shareholders' meeting, dated 28 June 2018, approving, *among others*, an ordinary capital increase as well as amendments to the Company's articles of association (relating to the increase of the authorized share capital and of the conditional share capital) (the **EGM Resolution**); and
- (i) a .pdf copy of a circular resolution of the Company's board of directors dated 14 June 2018 approving, *among others*, the execution of the Agreement and the Warrant Document (the **Board Resolution**).

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 EGM 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 Resolution has been duly resolved in meetings duly convened, or, respectively, in duly executed circular resolutions and has not been rescinded or amended and are in full force and effect;
- (e) the Registration Statement and 462(b) Registration Statement have been duly filed by the Company;
- (f) the Articles, the Organizational Regulations and the Excerpt 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 and the Excerpt as of the date hereof (except for items yet to be reflected in the Articles and the Excerpt as a result of the EGM Resolution);
- (g) the ordinary capital increase and the amendments to the Company's articles of incorporation (relating to the increase of the authorized share capital and of the conditional share capital), as approved by the EGM Resolution, will be carried out in accordance with Swiss law, recorded in the commercial register and will be published in the Swiss Official Gazette of Commerce;
- (h) that the execution versions of the Agreement and of the Warrant Document do not materially deviate from the (draft) Agreement and the Warrant Document listed a Documents in Section 2 (*Documents*);

- (i) 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;
- (j) the Offering has been conducted in the manner as described in the Registration Statement and the Agreement;
- (k) 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;
- (l) the sections of the Agreement expressed to be governed by the law of the State of New York are and will be valid, binding and enforceable under the law of the State of New York, and the choice of the law of the State of New York provided in the Agreement is valid under the law of the State of New York;
- (m) the sections of the Warrant Document expressed to be governed by the law of the State of New York are and will be valid, binding and enforceable under the law of the State of New York, and the choice of the law of the State of New York provided in the Warrant Document is valid under the law of the State of New York;
- (n) that all parties to the Warrant Document (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 Warrant Document under all relevant laws and regulations;
- (o) 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;
- (p) that neither the execution and delivery of the Warrant Document nor the transactions contemplated by the Warrant Document will be illegal or contrary to the laws of any relevant jurisdiction (other than Switzerland);
- (q) 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);

- (r) the exercise notice with respect to the Warrant Shares to be issued out of the conditional share capital (or, as for Warrant Shares arising out of Series B Warrants and/or Pre-Funded Warrants, the authorized share capital, as case the case may be) of the Company will be duly delivered in accordance with the Registration Statement and the Warrant Document;
- (s) the payment of the exercise price in connection with an exercise notice relating to Warrant Shares will be made in accordance with the Registration Statement and the Warrant Document; and
- (t) upon due delivery of the exercise notice and due payment of the exercise price with respect to Warrant Shares issued out of the conditional share capital of the Company, the Company will register the Warrant Shares issued out of the conditional share capital in the Company's uncertificated securities book.
- (u) upon due delivery of the exercise notice and due payment of the exercise price with respect to Warrant Shares (arising out of Series B Warrants and/or Pre-Funded Warrants) to be issued out of the authorized share capital of the Company, the Company will carry out the respective capital increase in accordance with Swiss law and will register the Warrant Shares in the Company's uncertificated securities book.

4. Opinion

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

1. The Shares to be issued by the Company in the context of the Offering and covered by the Registration Statement and 462(b) Registration Statement, if and when issued and delivered by the Company and paid for pursuant to the Registration Statement and the Agreement, will be validly issued, fully paid (up to their nominal value) and non-assessable.
2. The Warrant Shares that may be issued out of the conditional share capital of the Company in connection with the Warrant Document, if and when such Warrant Shares are issued pursuant to the Warrant Document, and after at least the exercise price as provided under the Warrant Document (being in no case below the nominal value of the Warrant Share) have been paid-in in cash, will be validly issued, fully paid and non-assessable.
3. The Warrant Shares arising out of Series B Warrants that may be issued out of the authorized share capital in connection with the Warrant Document, if and when such Warrant Shares are issued and delivered by the Company pursuant to the Warrant Document, and after the exercise price as provided under the Warrant Document (being in no case below the nominal value of the Warrant Share) have been paid-in in cash, will be validly issued, fully paid and non-assessable.
4. The Warrant Shares arising out of Pre-Funded Warrants that may be issued out of the authorized share capital in connection with the Warrant Document, if and when such Warrant Shares are issued and delivered by the Company pursuant to the Warrant Document, and after the exercise price as provided under the Warrant Document (being in no case below the nominal value of the Warrant Share) have been paid-in in cash, will be validly issued, fully paid and non-assessable.
5. The execution of the Agreement and of the Warrant Document by the Company has been duly authorized by the board of directors of the Company.

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 Offering.
- (d) We express no opinion as regards the withdrawal of shareholders' preferential subscription rights (*Vorwegzeichnungsrechte*) in connection with the Warrants and the Pre-Funded Warrants and the issuance of Warrant Shares, respectively.
- (e) 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 or Warrant Shares.
- (f) Any issuance of Shares based on an ordinary capital increase requires that the board of directors of the Company carries out such capital increase within 3 months after the EGM Resolution (which requires, among others, valid subscription forms, a report of the board of directors on the capital increase, ascertainties by the Company's board of directors in a public deed, amended articles of incorporation, an audit report confirming the withdrawal of pre-emptive rights, due payment of the issue price, payment confirmation by the Swiss bank institute, and an application to the commercial register), files the relevant documentation with the competent commercial register, and that the competent commercial register records the capital increase in the commercial register.

- (g) The issuance of any Warrant Shares out of conditional share capital requires sufficient conditional share capital at the time the holder of the Warrants submits the exercise notice and pays the exercise price as provided under the Warrant Document. We express no opinion as to the future availability of conditional share capital.
- (h) Any issuance of the Warrant Shares out of conditional share capital must be confirmed by the auditor of the Company, and amended articles of association of the Company reflecting the issuance of Warrant Shares out of the conditional share capital, together with ascertainties by the Company's board of directors in a public deed and said confirmation by the Company's auditor, must be filed with the competent commercial register no later than three months after the end of the Company's fiscal year.
- (i) The issuance of Shares or of any Warrant Shares (in each case out of authorized share capital) requires sufficient authorized share capital at the time the board of directors carries out and files the capital increase with the commercial register. We express no opinion as to the future availability of authorized share capital.
- (j) Any issuance of Shares or of any Warrant Shares (in each case out of authorized share capital) requires that the board of directors carries out the capital increase (which requires, among others, valid subscription forms, a report of the board of directors on the capital increase, ascertainties by the Company's board of directors in a public deed, amended articles of incorporation, an audit report confirming the withdrawal of pre-emptive rights, due payment of the issue price, payment confirmation by the Swiss bank institute, and an application to the commercial register), files the relevant documentation with the competent commercial register, and that the competent commercial register records the capital increase in the commercial register.
- (k) It should be noted that pursuant to article 706 and 706a of the CO, the shareholders are entitled to challenge resolutions adopted by the shareholders' meeting (*Generalversammlungsbeschlüsse*) that violate the law or a company's articles of association by initiating legal proceedings against a company within two months following such meeting. Such period has not lapsed with respect to the EGM Resolution.

- (l) We express no opinion as to the accuracy or completeness of the information contained in the Registration Statement or the 462(b) Registration Statement.
- (m) 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 462(b) Registration Statement, and to the reference to our firm under the caption "Legal Matters" in the Registration Statement. 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

New York	Paris
Northern California	Madrid
Washington DC	Tokyo
São Paulo	Beijing
London	Hong Kong

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4000 tel
212 701 5800 fax

July 12, 2018

Auris Medical Holding AG
Bahnhofstrasse 21
6300 Zug, Switzerland

Ladies and Gentlemen:

Auris Medical Holding AG, a corporation organized under the laws of Switzerland (the “**Company**”), has filed with the Securities and Exchange Commission (i) a Registration Statement on Form F-1 (File No. 333-225676) (the “**Initial Registration Statement**”) and (ii) Registration Statement on Form F-1 (the “**462(b) Registration Statement**”) filed pursuant to Rule 462(b) under the Securities Act (as defined below) for the purpose of registering under the Securities Act of 1933, as amended (the “**Securities Act**”), the offer and sale of certain securities, including Series A warrants (the “**Series A Warrants**”), each entitling its holder to purchase 0.35 of the Company’s common shares, par value CHF 0.02 per share (the “**Common Shares**”), Series B warrants (the “**Series B Warrants**”), each entitling its holder to purchase 0.25 of the Company’s common shares, par value CHF 0.02 per share (the “**Common Shares**”) and pre-funded warrants (the “**Pre-Funded Warrants**”), each entitling its holder to purchase one Common Share, in each case, to be sold pursuant to the Underwriting Agreement (the “**Underwriting Agreement**”) to be entered into between the Company and A.G.P. (the “**Underwriter**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that:

- (1) Assuming that the Series A Warrants have been duly authorized, executed and delivered by the Company insofar as Swiss law is concerned, the Series A Warrants, when the Series A Warrants are executed and authenticated in accordance with their terms and delivered to and paid for by the Underwriter pursuant to the Underwriting Agreement, will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally, concepts of reasonableness and equitable principles of general applicability, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision in the Series A Warrants that requires or relates to adjustments to the exercise price at a price or in an amount that a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture.

- (2) Assuming that the Series B Warrants have been duly authorized, executed and delivered by the Company insofar as Swiss law is concerned, the Series B Warrants, when the Series B Warrants are executed and authenticated in accordance with their terms and delivered to and paid for by the Underwriter pursuant to the Underwriting Agreement, will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision in the Series B Warrants that requires or relates to adjustments to the exercise price at a price or in an amount that a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture.
- (3) Assuming that the Pre-Funded Warrants have been duly authorized, executed and delivered by the Company insofar as Swiss law is concerned, the Pre-Funded Warrants, when the Pre-Funded Warrants are executed and authenticated in accordance with their terms and delivered to and paid for by the Underwriter pursuant to the Underwriting Agreement, will be valid and binding obligations of the Company, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision in the Pre-Funded Warrants that requires or relates to adjustments to the exercise price at a price or in an amount that a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture.

In connection with the opinions expressed above, we have assumed that each party to the Series A Warrants, Series B Warrants and Pre-Funded Warrants has been duly incorporated and is validly existing under the laws of the jurisdiction of its organization. In addition, we have assumed that the execution, delivery and performance by each party thereto of the Series A Warrants, Series B Warrants and Pre-Funded Warrants (a) are within its corporate powers, (b) do not contravene, or constitute a default under, the certificate of incorporation or bylaws or other constitutive documents of such party, (c) require no action by or in respect of, or filing with, any governmental body, agency or official and (d) do not contravene, or constitute a default under, any provision of applicable law or regulation or any judgment, injunction, order or decree or any agreement or other instrument binding upon such party, provided that we make no such assumption to the extent that we have specifically opined as to such matters with respect to the Company.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York. We advise you that matters of Swiss law are covered in the opinion of Walder Wyss Ltd., Swiss counsel for the Company, in Exhibit 5.1 to the 462(b) Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the prospectus supplement, which is a part of the Initial Registration Statement. 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.

Very truly yours,

/s/ Davis Polk & Wardwell LLP



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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 22, 2018, relating to the consolidated financial statements of Auris Medical Holding AG and its subsidiaries appearing in the Auris Medical Holding AG registration statement on Form F-1, Amendment No. 2 (No. 333-225676) and to the reference to us under the heading "Experts" in such prospectus.

Deloitte AG

/s/ Matthias Gschwend

/s/ Adrian Kaeppli

Zurich, Switzerland
July 12, 2018
