
**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**

March 6, 2024

Commission File Number: 001-41491

NAYAX LTD.

(Exact name of registrant as specified in its charter)

Arik Einstein Street, Bldg. B, 1st Floor

Herzliya 4659071

Israel

(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 ☐

EXPLANATORY NOTE

On March 6, 2024, Nayax Ltd. (the “Company”) issued a press release announcing a proposed underwritten public offering of 3,130,435 of its ordinary shares. The Company is offering 2,130,435 ordinary shares and Yair Nechmad, the Company’s Chief Executive Officer and Chairman of its board of directors, David Ben-Avi, the Company’s Chief Technology Officer and a member of its board of directors, and Amir Nechmad, a member of the Company’s board of directors, are offering a total of 1,000,000 ordinary shares as selling shareholders. In connection with the offering, the Company intends to grant the underwriters an option to purchase up to 469,565 additional ordinary shares at the public offering price, less underwriting discounts and commissions. A copy of the press release is furnished as Exhibit 99.1 hereto.

The press release was issued pursuant to, and in accordance with, Rule 134 under the Securities Act of 1933, as amended, and is neither an offer to sell nor a solicitation of an offer to buy ordinary shares or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, ordinary shares or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

The information in this Form 6-K (including Exhibit 99.1 hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

This Form 6-K and related exhibits are hereby incorporated by reference into all effective registration statements filed by the Company with the Israel Securities Authority (the “ISA”), including without limitation the Company’s Shelf Prospectus filed with the ISA.

EXHIBIT INDEX

Exhibit No.	Description
<u>99.1</u>	<u>Press Release of Nayax Ltd., dated March 6, 2024</u>

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.

NAYAX LTD.

Date: March 6, 2024

By: /s/ Gal Omer

Name: Gal Omer

Title: Chief Legal Officer

PRESS RELEASE

Nayax Announces Proposed Public Offering

Herzliya, Israel, March 6, 2024 – Nayax Ltd. (NASDAQ: NYAX, “Nayax”), a global commerce enablement, payments and loyalty platform designed to help merchants scale their business, announced today the commencement of an underwritten public offering of 3,130,435 of its ordinary shares. Nayax is offering 2,130,435 ordinary shares and Yair Nechmad, Nayax’s Chief Executive Officer and Chairman of its board of directors, David Ben-Avi, Nayax’s Chief Technology Officer and a member of its board of directors, and Amir Nechmad, a member of Nayax’s board of directors, are offering a total of 1,000,000 ordinary shares as selling shareholders. In connection with the offering, Nayax intends to grant the underwriters an option to purchase up to 469,565 additional ordinary shares at the public offering price, less underwriting discounts and commissions. The offering is subject to market conditions and other factors, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Barclays and UBS Investment Bank are acting as joint lead book-running managers, and Oppenheimer & Co., William Blair, and Bruyette & Woods, *A Stifel Company*, are acting as book-running managers for the offering.

A registration statement relating to the securities has been filed with the U.S. Securities and Exchange Commission (the “SEC”) and was declared effective on October 12, 2023. The offering will be made only by means of a prospectus supplement and accompanying prospectus. A preliminary prospectus supplement related to the offering has been filed with the SEC and is available free of charge by visiting EDGAR on the SEC’s website at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the offering may be obtained free of charge from

- Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (888) 603-5847, email: barclaysprospectus@broadridge.com;
- UBS Securities LLC, Attention: 1285 Avenue of the Americas, New York, NY 10019, email: ol-prospectus-request@ubs.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act of 1933, as amended.

- END -

About Nayax

Nayax is a global commerce enablement, payments and loyalty platform designed to help merchants scale their business. Nayax offers a complete solution including localized cashless payment acceptance, management suite, and loyalty tools, enabling merchants to conduct commerce anywhere, at any time. With foundations and global leadership in serving unattended retail, Nayax has transformed into a comprehensive solution focused on our customers’ growth across multiple channels. Nayax’s mission is to improve our customers' revenue potential and operational efficiency.

Forward-Looking Statements

This press release contains statements that constitute forward-looking statements. Many of the forward-looking statements contained in this press release can be identified by the use of forward-looking words such as “anticipate,” “believe,” “could,” “expect,” “should,” “plan,” “intend,” “estimate” and “potential,” among others. Forward-looking statements include, but are not limited to, statements regarding our intent, belief or current expectations. Forward-looking statements are based on our management’s beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, many of which are beyond management’s control, including, but not limited to general economic conditions and other risks, uncertainties and factors set forth in our filings with the SEC. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, to conform these statements to actual results or to changes in our expectations.

For more information, please contact:

Public Relations

Scott Gamm
Strategy Voice Associates
scott@strategyvoiceassociates.com

Investor Relations

Aaron Greenberg
Chief Strategy Officer
aarong@nayax.com