
**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 July, 2025

Commission file number: 001-41491

NAYAX LTD.

(Translation of registrant's name into English)

**Arik Einstein Street, Bldg. B, 1st Floor
Herzliya 4659071, Israel**

(Address of principal executive offices)

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 July 16, 2025, Nayax Ltd. (the “**Company**”) held an Annual General Meeting of Shareholders (the “**Meeting**”). The proxy statement for the Meeting was furnished by the Company to the Securities and Exchange Commission as an exhibit to its Report on Form 6K on June 5, 2025 and is incorporated herein by reference. Each of the proposals brought before the shareholders at the Meeting has been approved by the applicable required majority in accordance with the Israeli Companies Law, 5759:1999, and the Company's amended and restated articles of association.

This Form 6-K is hereby incorporated by reference into all effective registration statements filed by the Company with the U.S. Securities and Exchange Commission (the“**SEC**”) or with the Israel Securities Authority (the “**ISA**”), including without limitation the Company's Registration Statement on Form S-8 filed with the SEC (File No. 333-267542), the Company's Registration Statement on Form F-3 filed with the SEC (File No. 333-274812) and the Company's Shelf Prospectus filed with the ISA.

SIGNATURES

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.

By: /s/ Gal Omer

Name: Gal Omer

Title: Chief Legal Officer

Date: July 17, 2025