
**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 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of March 2024

Commission File Number 001-40504

Nexxen International Ltd.

(Translation of registrant's name into English)

82 Yigal Alon Street, Tel Aviv 6789124, Israel

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

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):

Explanatory Note

On March 15, 2024, the Company issued an announcement titled “Nexxen Seeking Authorization for New \$50 Million Ordinary Share Repurchase Program” pursuant to the AIM Market Rules, a copy of which is attached as Exhibit 99.1 to this Form 6-K.

The information in this report of foreign private issuer on Form 6-K is hereby incorporated by reference into the Company’s registration statement on Form S-8 (Registration No. 333-258731), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit 99.1 Company announcement dated March 15, 2024, “Nexxen Seeking Authorization for New \$50 Million Ordinary Share Repurchase Program”.

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.

Nexxen International Ltd.

By: /S/ Sagi Niri
Name: Sagi Niri
Title: Chief Financial Officer

Date: March 15, 2024

Exhibit List

[Exhibit 99.1](#) [Company announcement dated March 15, 2024, “Nexxen Seeking Authorization for New \\$50 Million Ordinary Share Repurchase Program”](#).

15 March 2024

Nexxen International Ltd
(“Nexxen” or the “Company”)

Nexxen Seeking Authorization for New \$50 Million Ordinary Share Repurchase Program

Nexxen International Ltd. (AIM/NASDAQ: NEXN) (“Nexxen” or the “Company”), a global, unified advertising technology platform with deep expertise in video and Connected TV (“CTV”), announced today that the Company is seeking authorization to repurchase up to an additional \$50 million of its Ordinary Shares from time to time.

As an Israeli company, Nexxen is required to comply with newly-adopted Israeli regulations that require the Company to await the expiration of a creditor objection period before the new Ordinary share repurchase program can become effective. The newly-adopted Israeli regulations replace the mandatory Israeli court approval that was in effect prior to the new regulations, resulting in a shorter authorization process. In addition, the commencement of the Ordinary Share repurchase program is subject to receipt of the consent of the Company’s bank lenders.

Following the expiration of the creditor objection period, and assuming no objections and the receipt of the consent, the authorization will provide Nexxen with the right to repurchase its Ordinary shares, but does not require the Company to acquire any, or a specific number of, Ordinary shares.

- The Ordinary Shares will be repurchased on the AIM Market and the repurchase program will be financed through existing cash reserves.
- Subject to no Company creditor objecting to the share repurchase program within the timeframe prescribed by Israeli law and the receipt of the consent from the Company’s bank lenders, the repurchase program will begin on 1 May 2024 and will continue until the earlier of 1 November 2024, or until it has been completed.
- The repurchase program will be independently managed by Cavendish Capital Markets Limited, the Company’s AIM broker, which will make trading decisions independently and without the influence of the Company.
- The maximum price paid per Ordinary Share is to be no more than 105% of the average middle market closing price of an Ordinary Share on AIM for the five business days preceding the date of purchase.
- Share repurchases will be made in accordance with applicable securities laws and regulations, and any Ordinary Shares acquired as a result of the repurchase program will be announced to the market without delay.
- Any Ordinary Shares acquired as a result of the repurchase program will be reclassified as dormant shares under the Israeli Companies Law (without any rights attached thereon) and will be held in treasury.
- The share repurchase program does not obligate Nexxen to repurchase any particular amount of Ordinary Shares and the program may be suspended, modified, or discontinued at any time at the Company’s discretion (if not in a close period), subject to applicable law.
- Due to the limited liquidity in the issued Ordinary Shares, any repurchase of Ordinary Shares on any trading day may represent a significant proportion of the daily trading volume in the Ordinary Shares on AIM and may exceed 25% of the average daily trading volume, being the limit laid down in Article 5(1) of Regulation (EU) No 596/2014 and, accordingly, the Company will not benefit from the exemption contained in this Article.

The Company will provide an update on, or prior to, 1 May 2024 if the commencement of the Ordinary share repurchase program is postponed due to Company creditor objections or the Company bank lenders not providing consent.

For further information please contact:

Nexxen International Ltd.

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Cavendish Capital Markets Limited

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About Nexxen

Nexxen empowers advertisers, agencies, publishers and broadcasters around the world to utilize video and Connected TV in the ways that are most meaningful to them. Comprised of a demand-side platform (DSP), supply-side platform (SSP), ad server and data management platform (DMP), Nexxen delivers a flexible and unified technology stack with advanced and exclusive data at its core. Our robust capabilities span discovery, planning, activation, measurement and optimization – available individually or in combination – all designed to enable our partners to reach their goals, no matter how far-reaching or hyper niche they may be. For more information, visit www.nexxen.com

Nexxen is headquartered in Israel and maintains offices throughout the United States, Canada, Europe and Asia-Pacific, and is traded on the London Stock Exchange (AIM: NEXN) and NASDAQ (NEXN).

Forward Looking Statements

This press release contains forward-looking statements, including forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities and Exchange Act of 1934, as amended. Forward-looking statements are identified by words such as “anticipates,” “believes,” “expects,” “intends,” “may,” “can,” “will,” “estimates,” and other similar expressions. However, these words are not the only way Nexxen and its affiliates identify forward-looking statements. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including but not limited to Nexxen’s ability to implement a share repurchase program and the timing of the implementation. These statements are neither promises nor guarantees but involve known and unknown risks, uncertainties and other important factors that may cause Nexxen’s actual results, performance, or achievements to be materially different from its expectations expressed or implied by the forward-looking statements. Nexxen cautions you not to place undue reliance on these forward-looking statements. For a more detailed discussion of these factors, and other factors that could cause actual results to vary materially, interested parties should review the risk factors listed in Nexxen’s most recent Annual Report on Form 20-F, which was filed with the U.S. Securities and Exchange Commission (www.sec.gov) on March 6, 2024. Any forward-looking statements made by us in this press release speak only as of the date of this press release, and we do not intend to update these forward-looking statements after the date of this press release, except as required by law.

Nexxen, and the Nexxen logo are trademarks of Nexxen International Ltd. in the United States and other countries. All other trademarks are the property of their respective owners. The use of the word “partner” or “partnership” in this press release does not mean a legal partner or legal partnership.
