
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 June 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 June 25, 2024, the Company issued an announcement titled “Director Dealings Pursuant to Previously Established Non-Discretionary Plans to Trade Under Rule 10b-5” 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(Registration No. 333-258731), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.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 June 25, 2024, “Director Dealings Pursuant to Previously Established Non-Discretionary Plans to Trade Under Rule 10b-5”.

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.

Company Name

By: /S/ Sagi Niri

Name: Sagi Niri

Title: Chief Financial Officer

Date: June 25, 2024

Exhibit List

Exhibit 99.1 [Company announcement dated June 25, 2024, “Director Dealings Pursuant to Previously Established Non-Discretionary Plans to Trade Under Rule 10b-5”](#).

25 June 2024

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

Director Dealings Pursuant to Previously Established Non-Discretionary Plans to Trade Under Rule 10b-5

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”), announces that in accordance with the vesting schedule for certain restricted stock units over Ordinary Shares of NIS0.01 each in the capital of the Company (“RSUs” and “Ordinary Shares”) 393,750 time-based RSUs over Ordinary Shares have vested and been issued to certain Directors of the Company as set out in the table below.

In addition, pursuant to previously established non-discretionary plans to trade in the Company's Ordinary Shares in accordance with the terms of Rule 10b5-1 promulgated under the U.S. Securities Exchange Act of 1934, as amended (the “Rule 10b5-1 Plans”), Ofer Druker, the Company's Chief Executive Officer, and Yaniv Carmi, the Company's Chief Operating Officer, have sold Ordinary Shares (the “Share Sale”) in order to cover the tax obligations triggered by the vesting of RSUs. Full details of the Share Sale are detailed in the table below.

| Director | Position | Ordinary Shares Issued | Ordinary Shares Sold | Share Sale Price | Resultant Holding | % of total voting rights |
|-------------|-------------------------|------------------------|----------------------|------------------|-------------------|--------------------------|
| Ofer Druker | Chief Executive Officer | 218,750 | 9,608 | \$3.0444 | 4,625,521 | 3.34% |
| Yaniv Carmi | Chief Operating Officer | 96,250 | 48,126 | \$3.0507 | 2,098,911 | 1.52% |
| Sagi Niri | Chief Financial Officer | 78,750 | - | - | 1,522,650 | 1.10% |

For further information please contact:

Nexxen International Ltd.

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KCSA (U.S. Investor Relations)

David Hanover, Investor Relations
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Vigo Consulting (U.K. Financial PR & Investor Relations)

Jeremy Garcia / Peter Jacob / Aisling Fitzgerald
 Tel: +44 20 7390 0230 or nexxen@vigoconsulting.com

Cavendish Capital Markets Limited

Jonny Franklin-Adams / Charlie Beeson / George Dollemore (Corporate Finance)
 Tim Redfern / Harriet Ward (ECM)
 Tel: +44 20 7220 0500

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).

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|-----------|--|--|-----------|
| 1. | Details of the person discharging managerial responsibilities / person closely associated | | |
| a) | Name | Ofar Druker | |
| 2. | Reason for the Notification | | |
| a) | Position/status | Chief Executive Officer | |
| b) | Initial notification/Amendment | Initial | |
| 3. | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | |
| a) | Name | Nexxen International Ltd | |
| b) | LEI | 213800ZNSR7AIJZ2J557 | |
| 4. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| a) | Description of the Financial instrument, type of instrument Identification code | Restricted Stock Units over Ordinary Shares of NIS 0.01 each IL0011320343 | |
| b) | Nature of the transaction | Vesting of RSUs | |
| c) | Price(s) and volume(s) | Price(s) | Volume(s) |
| | | n/a | 218,750 |
| d) | Aggregated information: • Aggregated volume • Price | 218,750 Ordinary Shares n/a | |
| e) | Date of the transaction | 22 June 2024 | |
| f) | Place of the transaction | NASDAQ Global Market | |

| | | | |
|-----------|--|--|-----------|
| 1. | Details of the person discharging managerial responsibilities / person closely associated | | |
| a) | Name | Ofer Druker | |
| 2. | Reason for the Notification | | |
| a) | Position/status | Chief Executive Officer | |
| b) | Initial notification/Amendment | Initial | |
| 3. | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | |
| a) | Name | Nexxen International Ltd | |
| b) | LEI | 213800ZNSR7AIJZ2J557 | |
| 4. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| a) | Description of the Financial instrument, type of instrument Identification code | Ordinary Shares of NIS 0.01 each IL0011320343 | |
| b) | Nature of the transaction | Sale of Ordinary Shares | |
| c) | Price(s) and volume(s) | Price(s) | Volume(s) |
| | | \$3.0444 | 9,608 |
| d) | Aggregated information: • Aggregated volume • Price | 9,608 Ordinary Shares \$29,250.60 | |
| e) | Date of the transaction | 22 June 2024 | |
| f) | Place of the transaction | NASDAQ Global Market | |

| | | | |
|----|--|--|-----------|
| 1. | Details of the person discharging managerial responsibilities / person closely associated | | |
| a) | Name | Yaniv Carmi | |
| 2. | Reason for the Notification | | |
| a) | Position/status | Chief Operating Officer | |
| b) | Initial notification/Amendment | Initial | |
| 3. | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | |
| a) | Name | Nexxen International Ltd | |
| b) | LEI | 213800ZNSR7AIJZ2J557 | |
| 4. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| a) | Description of the Financial instrument, type of instrument Identification code | Restricted Stock Units over Ordinary Shares of NIS 0.01 each IL0011320343 | |
| b) | Nature of the transaction | Vesting of RSUs | |
| c) | Price(s) and volume(s) | Price(s) | Volume(s) |
| | | n/a | 96,250 |
| d) | Aggregated information: • Aggregated volume • Price | 96,250 Ordinary Shares n/a | |
| e) | Date of the transaction | 22 June 2024 | |
| f) | Place of the transaction | NASDAQ Global Market | |

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|-----------|--|--|-----------|
| 1. | Details of the person discharging managerial responsibilities / person closely associated | | |
| a) | Name | Yaniv Carmi | |
| 2. | Reason for the Notification | | |
| a) | Position/status | Chief Operating Officer | |
| b) | Initial notification/Amendment | Initial | |
| 3. | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | |
| a) | Name | Nexxen International Ltd | |
| b) | LEI | 213800ZNSR7AIJZ2J557 | |
| 4. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| a) | Description of the Financial instrument, type of instrument Identification code | Ordinary Shares of NIS 0.01 each IL0011320343 | |
| b) | Nature of the transaction | Sale of Ordinary Shares | |
| c) | Price(s) and volume(s) | Price(s) | Volume(s) |
| | | \$3.0507 | 48,126 |
| d) | Aggregated information: • Aggregated volume • Price | 48,126 Ordinary Shares \$146,815.58 | |
| e) | Date of the transaction | 22 June 2024 | |
| f) | Place of the transaction | NASDAQ Global Market | |

| | | | |
|-----------|--|--|-----------|
| 1. | Details of the person discharging managerial responsibilities / person closely associated | | |
| a) | Name | Sagi Niri | |
| 2. | Reason for the Notification | | |
| a) | Position/status | Chief Financial Officer | |
| b) | Initial notification/Amendment | Initial | |
| 3. | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | |
| a) | Name | Nexxen International Ltd | |
| b) | LEI | 213800ZNSR7AIJZ2J557 | |
| 4. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| a) | Description of the Financial instrument, type of instrument Identification code | Restricted Stock Units over Ordinary Shares of NIS 0.01 each IL0011320343 | |
| b) | Nature of the transaction | Vesting of RSUs | |
| c) | Price(s) and volume(s) | Price(s) | Volume(s) |
| | | n/a | 78,750 |
| d) | Aggregated information: • Aggregated volume • Price | 78,750 Ordinary Shares n/a | |
| e) | Date of the transaction | 22 June 2024 | |
| f) | Place of the transaction | NASDAQ Global Market | |