
**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 June, 2023

Commission File Number: 001-41106

Incannex Healthcare Limited

(Exact name of Registrant as specified in its charter)

not applicable

(Translation of Registrant's name into English)

Australia

(Jurisdiction of incorporation or organization)

Joel Latham

Chief Executive Officer and Managing Director

Level 39, Rialto South Tower

525 Collins Street

Melbourne 3000

Australia

(Address of principal executive offices)

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):

Yes No

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):

Yes No

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On June 6, 2023, Incannex Healthcare Limited filed with the Australian Securities Exchange an announcement captioned “Change of Director’s Interest Notice”, a copy of which announcement is attached to this Form 6-K as Exhibit 99.1.

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.

Date: June 7, 2023

Incannex Healthcare Limited

By: /s/ Joel Latham

Name: Joel Latham

Title: Chief Executive Officer and Managing Director

INDEX TO EXHIBITS

Exhibit No.

99.1 [ASX Announcement, dated June 6, 2023 – Change of Director’s Interest Notice](#)

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	INCANNEX HEALTHCARE LIMTIED
ABN	93 096 635 246

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Joel Latham
Date of last notice	12 August 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	2 June 2023
No. and class of securities held prior to change	<ul style="list-style-type: none"> • 18,097,541 IHL ordinary shares • 2,850,872 IHL ordinary shares escrowed until 30.06.2023 • 1,866,667 IHL ordinary shares escrowed until 30.06.2024 • 933,334 IHL ordinary shares escrowed until 30.06.2025 • 1,500,000 unlisted \$0.05 options expiring 30.06.2025 • 750,000 unlisted \$0.05 options expiring 30.06.2026 • 750,000 unlisted \$0.05 options expiring 30.06.2026 (ESC) • 1,500,000 unlisted \$0.05 options expiring 30.06.2027 (ESC) • 1,866,666 unlisted \$0.26 options expiring 01.05.2025 • 1,866,666 unlisted \$0.31 options – vesting 30.06.2023 and expiring 01.05.2026 • 1,866,668 unlisted \$0.35 options– vesting 30.06.2024 and expiring 01.05.2027
Number acquired	1,583,227 unlisted \$0.25 options expiring on 30 April 2026

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$1,583.23
No. of securities held after change	<ul style="list-style-type: none"> ● 18,097,541 IHL ordinary shares ● 2,850,872 IHL ordinary shares escrowed until 30.06.2023 ● 1,866,667 IHL ordinary shares escrowed until 30.06.2024 ● 933,334 IHL ordinary shares escrowed until 30.06.2025 ● 1,500,000 unlisted \$0.05 options expiring 30.06.2025 ● 750,000 unlisted \$0.05 options expiring 30.06.2026 ● 750,000 unlisted \$0.05 options expiring 30.06.2026 (ESC) ● 1,500,000 unlisted \$0.05 options expiring 30.06.2027 (ESC) ● 1,866,666 unlisted \$0.26 options expiring 01.05.2025 ● 1,866,666 unlisted \$0.31 options – vesting 30.06.2023 and expiring 01.05.2026 ● 1,866,668 unlisted \$0.35 options– vesting 30.06.2024 and expiring 01.05.2027 ● 1,583,227 unlisted \$0.25 options expiring on 30 April 2026
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Purchase of Loyalty Options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

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Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	INCANNEX HEALTHCARE LIMTIED
ABN	93 096 635 246

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter Widdows
Date of last notice	21 September 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The Peter Widdows Superannuation Fund (Beneficiary)
Date of change	2 June 2023
No. and class of securities held prior to change	DIRECT <ul style="list-style-type: none"> ● 15,973,685 IHL ordinary shares INDIRECT <ul style="list-style-type: none"> ● 600,0000 IHL ordinary shares
Number acquired	DIRECT <ul style="list-style-type: none"> ● 1,064,913 unlisted \$0.25 options expiring on 30 April 2026 INDIRECT <ul style="list-style-type: none"> ● 40,000 unlisted \$0.25 options expiring on 30 April 2026
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$1,104.92

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	DIRECT <ul style="list-style-type: none"> ● 15,973,685 IHL ordinary shares ● 1,064,913 unlisted \$0.25 options expiring on 30 April 2026 INDIRECT <ul style="list-style-type: none"> ● 600,000 IHL ordinary shares ● 40,000 unlisted \$0.25 options expiring on 30 April 2026
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Purchase of Loyalty Options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	INCANNEX HEALTHCARE LIMTIED
ABN	93 096 635 246

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Troy Valentine
Date of last notice	12 August 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	See notes below
Date of change	2 June 2023
No. and class of securities held prior to change	<ul style="list-style-type: none"> • 36, 651 198 IHL Ordinary Shares • 2,800,000 Options with various exercise prices, vesting dates and expiry dates.
Number acquired	<ul style="list-style-type: none"> • 2,443,413 unlisted \$0.25 options expiring on 30 April 2026
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2,443.41
No. of securities held after change	<ul style="list-style-type: none"> • 36, 651 198 IHL Ordinary Shares • 2,800,000 Options with various exercise prices, vesting dates and expiry dates. • 2,443,413 unlisted \$0.25 options expiring on 30 April 2026
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Purchase of Loyalty Options

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Notes – Direct & Indirect Interests

(a) Description of entities/relationships:

1. Troy Valentine is:
 - a. A beneficiary of the GFCR Investments Trust, the FT Family Trust, and the Troy R Valentine Superfund;
 - b. A director of Tranaj Nominees Pty Ltd, Valplan Pty Ltd, Alignment Capital Pty Ltd and Cityside Pty Ltd
 - c. 100% shareholder in Cityside Pty Ltd (ACN 112 375 354)(“Cityside”)
 - d. 50% shareholder in Alignment Capital Pty Ltd (ACN 167 124 754)(“Alignment”)
2. Ekirtson Nominees Pty Ltd (ACN 137 521 825) is trustee for the GFCR Investments Trust (“Ekirtson”)
3. Tranaj Nominees Pty Ltd (ACN 137 521 843) is trustee of the FT Family Trust (“Tranaj”)
4. Valplan Pty Ltd (ACCN 135 269 169) is trustee of the Troy R Valentine Family Superfund (“Valplan”)

(b) Table 1 – holdings before changes

	IHL Ordinary Shares	IHL Options
Troy Valentine	2,925,000 [^]	2,800,000 ^{^^}
Ekirtson *	2,875,000	
Tranaj *	10,216,950	
Valplan	3,000,000	
Alignment *	13,194,248	
Cityside	4,440,000	
TOTAL	36,651,198	

(c) Table 2 – holdings after changes

	IHL Ordinary Shares	IHL Options
Troy Valentine	2,925,000 [^]	2,994,999 ^{^^}
Ekirtson *	2,875,000	191,667
Tranaj *	10,216,950	681,130
Valplan	3,000,000	200,000
Alignment *	13,194,248	879,617
Cityside	4,440,000	296,000
TOTAL	36,651,198	5,243,413

* Mr Valentine is not the sole beneficiary of these entities.

[^] Of these 2,333,334 Securities issued to KMP as part of remuneration package for FY 21 and 22, subsequent to Shareholder Approval obtained at the General Meeting of the Company on 09 June 2022; with vesting dates as per details in the Notice of Meeting dated 12 May 2022. 466,666 Shares have already vested.

^{^^} Securities issued to KMP as part of remuneration package for FY 21 and 22, subsequent to Shareholder Approval obtained at the General Meeting of the Company on 09 June 2022; with vesting dates as per details in the Notice of Meeting dated 12 May 2022.

+ See chapter 19 for defined terms.