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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 6-K

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Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934

For the month of October, 2023

Commission File Number: 001-41106

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**Incannex Healthcare Limited**  
(Exact name of Registrant as specified in its charter)

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**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)

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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

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**INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K**

On October 19, 2023, Incannex Healthcare Limited filed with the Australian Securities Exchange announcements captioned: "Voting Update for Incannex to Redomicile to United States", 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.

**Incannex Healthcare Limited**

Date: October 19, 2023

By: /s/ Joel Latham

Name: Joel Latham

Title: Chief Executive Officer and Managing Director

INDEX TO EXHIBITS

Exhibit No.

99.1 [ASX Announcement, dated October 10, 2023 - Voting Update for Incannex to Redomicile to United States](#)



Date: October 19, 2023  
Public Announcement (NASDAQ: IXHL) (ASX: IHL)

**Voting Update for Incannex to Redomicile to United States and Trade on Nasdaq Securities Exchange**

**Highlights:**

- 99.64% of shareholder voting shares in favour of the share scheme resolution to redomicile, at October 18, 2023
- 99.93% of optionholder voting options in favour of the option scheme resolution to redomicile, at October 18, 2023
- Meeting of shareholders and optionholders to occur on the 8<sup>th</sup> of November
- Incannex intends to engage an international share registry to provide share transactional services to shareholders, should the Schemes be voted on affirmatively
- Top 20 shareholder list and explanatory statement provided in the link below on page 2 of this announcement.

Incannex Healthcare Limited (ASX:IHL) (**Incannex** or the **Company**) is pleased provide an update in relation to the share and option schemes of arrangement between Incannex and its shareholders (**Share Scheme**) and Incannex and its optionholders (**Option Scheme** and together with the **Share Scheme**, the **Schemes**) pursuant to which Incannex Healthcare Inc. (**Incannex US**) will acquire 100% of Incannex issued shares and become the new parent entity of the Incannex group, and all Incannex options will be cancelled and reissued on a post-consolidation basis, as previously announced by the Company to ASX on 10 July 2023.

Shareholders and optionholders have so far overwhelmingly voted in favour of the Share Scheme and Option Scheme. Voting will conclude on the 6<sup>th</sup> of November and the general meeting of shareholders and optionholders to finalise the vote count on the Schemes will occur on the 8<sup>th</sup> of November.

A total of 464 shareholders have voted as at the 18<sup>th</sup> of October. 433 shareholders representing approximately 788M shares have voted in favour or provided discretion to the Company to vote in favour of the Share Scheme resolution. 16 shareholders representing 2.4M shares have voted against the Share Scheme.

A total of 217 optionholders have voted as at the 18<sup>th</sup> of October. 209 optionholders representing approximately 124M options have voted in favour or provided discretion to the Company to vote in favour of the Option Scheme resolution. 4 optionholders representing 53,336 options have voted against the Option Scheme.

The directors of Incannex are unanimously in favour of the Schemes so that the Company may redomicile to the United States, having all shares trade exclusively on the Nasdaq securities exchange. Incannex is committed to facilitating a seamless transition to the Nasdaq and intends to engage an international share registry to provide share transactional services to shareholders, should the Schemes be voted on in the affirmative on the 8<sup>th</sup> of November.

To view the Company's current top 20 shareholders report, please click on the following link ([https://www.incannex.com/wp-content/uploads/2023/10/20231017\\_IHL\\_Announce\\_Top-20-Shareholders-Report.pdf](https://www.incannex.com/wp-content/uploads/2023/10/20231017_IHL_Announce_Top-20-Shareholders-Report.pdf)). Included in the information is a statement from the company regarding recent movements in the top 20.

**This announcement has been approved by the Incannex Board of Directors.**

**END**

Incannex Healthcare Limited (ABN: 93 096 635 246)  
Level 39, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000  
P: +61 409 840 786

### Appendix: Shareholder and Optionholder Voting Snapshot

| Resolution  | For         |         | Against   |         | Discretionary |         | Unusable For |         | Totals      |         | Exclusions |         | Abstain |         |
|---|-------------|---------|-----------|---------|---------------|---------|--------------|---------|-------------|---------|------------|---------|---------|---------|
|   | Votes       | Holders | Votes     | Holders | Votes         | Holders | Votes        | Holders | Votes       | Holders | Votes      | Holders | Votes   | Holders |
| 1 Share Scheme Resolution   | 788,532,913 | 433     | 2,409,285 | 16      | 432,451       | 15      | 0            | 0       | 791,374,649 | 464     | 0          | 0       | 111,703 | 4       |
| "That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Incannex and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice forms part, is approved, and the directors of Incannex are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Share Scheme with any such alterations or conditions."                                 | 99.64%      | 93.32%  | 0.30%     | 3.45%   | 0.05%         | 3.23%   | 0.00%        | 0.00%   |             |         |            |         |         |         |
| 1 Option Scheme Resolution  | 124,955,951 | 209     | 53,336    | 4       | 37,519        | 4       | 0            | 0       | 125,046,806 | 217     | 0          | 0       | 6,169   | 2       |
| "That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Incannex and the holders of its options to acquire ordinary shares in Incannex as contained in and more particularly described in the Scheme Booklet of which the Notice forms part, is approved, and the directors of Incannex are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Option Scheme with any such alterations or conditions." | 99.93%      | 96.31%  | 0.04%     | 1.84%   | 0.03%         | 1.84%   | 0.00%        | 0.00%   |             |         |            |         |         |         |

### About Incannex Healthcare Limited

Incannex is a clinical stage pharmaceutical development company that is developing unique medicinal cannabis pharmaceutical products and psychedelic medicine therapies for the treatment of obstructive sleep apnoea (OSA), traumatic brain injury (TBI) and concussion, lung inflammation (ARDS, COPD, asthma, bronchitis), rheumatoid arthritis, inflammatory bowel disease, anxiety disorders, addiction disorders, and pain, among other indications.

U.S. FDA approval and registration, subject to ongoing clinical success, is being pursued for each drug and therapy under development. Each indication under investigation currently has no, or limited, existing registered pharmacotherapy (drug) treatments available to the public and represent major global economic opportunities to Incannex and its shareholders.

Incannex has a strong patent filing strategy in place as it develops its products and therapies in conjunction with its medical and scientific advisory board and partners. The Company holds 20 granted patents and over 30 pending patent applications. Incannex is listed on the Australian Stock Exchange (ASX) with stock code "IHL" and has American Depository Shares listed on NASDAQ under code "IXHL".

Incannex Healthcare Limited (ABN: 93 096 635 246)  
Level 39, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000  
P: +61 409 840 786

Website: [www.incannex.com.au](http://www.incannex.com.au)  
Investors: [investors@incannex.com.au](mailto:investors@incannex.com.au)

**Forward-looking statements**

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date they were first issued and were based on current expectations and estimates, as well as the beliefs and assumptions of management. The forward-looking statements included in this press release represent Incannex’s views as of the date of this press release. Incannex anticipates that subsequent events and developments may cause its views to change. Incannex undertakes no intention or obligation to update or revise any forward-looking statements, whether as of a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing Incannex’s views as of any date after the date of this press release.

**Contact Information:**

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