

---

---

**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: December 2017**

**Commission File Number: 1-37611**

---

**Pyxis Tankers Inc.**

**59 K. Karamanli Street  
Maroussi 15125 Greece  
+30 210 638 0200**

(Address of registrant's 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           

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): \_\_\_

---

---

Pyxis Tankers Inc. (the “Company”) is furnishing this Report of Foreign Private Issuer on Form 6-K to the Securities and Exchange Commission for the purpose of providing the press release issued by the Company on December 6, 2017 relating to a \$4.8 million private placement of the Company’s common stock, a copy of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

<u>Exhibit Number</u>	<u>Document</u>
99.1	<a href="#">Press Release dated December 6, 2017</a>

---

**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.

**PYXIS TANKERS INC.**

By: /s/ Henry Williams

Name: Henry Williams

Title: Chief Financial Officer

Date: December 6, 2017

---

**Exhibit Index**

<u>Exhibit Number</u>	<u>Document</u>
99.1	<a href="#">Press Release dated December 6, 2017</a>

---





**Pyxis Tankers Inc. Announces a \$4.8 Million Private Placement of Common Stock**

MAROUSI, GREECE, December 6, 2017 – Pyxis Tankers Inc. (NASDAQ: PXS), (the “Company” or “Pyxis Tankers”), an emerging growth pure play product tanker company, today announced that it has entered into a definitive securities purchase agreement with a group of investors, which will result in gross proceeds to Pyxis Tankers of \$4.8 million, before deducting placement offering expenses. Pyxis Tankers will issue 2,400,000 shares of common stock at a price of \$2.00 per share. This private placement is expected to close on or before December 8, 2017, subject to customary closing conditions.

Pyxis Tankers will use the net proceeds from the transaction for general corporate purposes, which may include the repayment of outstanding indebtedness.

The securities offered and sold by Pyxis Tankers in the private placement have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission (the “SEC”) or an applicable exemption from such registration requirements. Pyxis Tankers has agreed to file a registration statement with the SEC covering the resale of the shares of common stock to be issued in the private placement. Any resale of Pyxis Tankers’ shares under such resale registration statement will be made only by means of a prospectus.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

**About Pyxis Tankers Inc.**

We own a modern fleet of six tankers engaged in seaborne transportation of refined petroleum products and other bulk liquids. We are focused on growing our fleet of medium range product tankers, which provide operational flexibility and enhanced earnings potential due to their “eco” features and modifications. We are well positioned to opportunistically expand and maximize our fleet due to competitive cost structure, strong customer relationships, and an experienced management team, whose interests are aligned with those of our shareholders. For more information, visit: <http://www.pyxistankers.com>

**Cautionary Statement Regarding Forward Looking Statements**

This press release includes “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These statements include statements about the Company’s plans, strategies, financial performance, prospects or future events, including the intended terms of the offering, closing of the offering and the use of any proceeds from the offering, and involve known and unknown risks that are difficult to predict. As a result, the Company’s actual results, performance or achievements may differ materially from those expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “seek,” “predict,” “schedule,” “project,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “potential,” “outlook,” “continue,” “likely,” “will,” “would” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by the Company and its management team, are inherently uncertain. A more complete description of these risks and uncertainties can be found in the Company’s filings with the U.S. Securities and Exchange Commission, including under the caption “Risk Factors” in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2016. The Company cautions you not to place undue reliance on any forward-looking statements, which are made as of the date of this press release. The Company undertakes no obligation to update publicly any of these forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws.

**For more information:**

Pyxis Tankers Inc.  
59 K. Karamanli Street  
Maroussi 15125 Greece  
[info@pyxistankers.com](mailto:info@pyxistankers.com)  
Company Contact  
Henry Williams  
Chief Financial Officer  
Tel: +30 (210) 638 0200 / +1 (516) 455-0106  
Email: [hwilliams@pyxistankers.com](mailto:hwilliams@pyxistankers.com)

Source: Pyxis Tankers Inc.

---

