

**200,000 Units, Each Consisting of
One 7.75% Series A Cumulative Convertible Preferred Share and
Eight Warrants, Each Warrant Exercisable for One Common
Share for a Total of up to 1,600,000 Common Shares Underlying the Warrants**



Pyxis Tankers Inc.

This is a supplement (this “Prospectus Supplement”) to the prospectus, dated October 8, 2020 (the “Prospectus”), of Pyxis Tankers Inc. (the “Company”), which forms a part of the Company’s Registration Statement on Form F-1 (Registration No. 333-245405).

On December 30, 2020, the Company filed a report on Form 6-K with the U.S. Securities and Exchange Commission, as set forth below.

This Prospectus Supplement should be read in conjunction with, and delivered with, the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained in the Prospectus.

This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements to it.

Our common shares, 7.75% Series A Cumulative Convertible Preferred Shares, and Warrants are listed on the Nasdaq Capital Market under the symbols “PXS,” “PXSAP” and “PXSAW,” respectively.

Investing in our securities is highly speculative and involves a high degree of risk. See “Risk Factors” beginning on page 21 of the Prospectus for a discussion of information that should be considered in connection with an investment in our securities and in the documents incorporated by reference into the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this Prospectus Supplement or the accompanying Prospectus to which this Prospectus Supplement relates are truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is December 30, 2020

**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 December 2020

Commission File Number: 001-37611

Pyxis Tankers Inc.

(Translation of registrant's name into English)

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

(Address of principal executive office)

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): .

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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): .

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

The board of directors of Pyxis Tankers Inc. (the “Company”) has declared a monthly dividend of \$0.1615 per share on the Company’s 7.75% Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share, for the month of January, 2021. The cash dividend will be payable on January 20, 2021 to holders of record as of January 12, 2021.

On December 29, 2020, the Company received written notification from The Nasdaq Stock Market (“Nasdaq”), granting the Company an additional six month period for regaining compliance with Nasdaq’s \$1.00 minimum bid price requirement. The Company can regain compliance if, at any time prior to June 28, 2021, the closing price of the Company’s common shares is at least \$1.00 per share for a minimum of 10 consecutive business days. The Company intends to continue to monitor the closing bid price of its common shares between now and June 28, 2021 and is considering its options, including a potential reverse stock split, to regain compliance.

The information contained in this report on Form 6-K is hereby incorporated by reference into the Company’s registration statements on Form F-3 (File Nos. 333-222160 and 333-222848), filed with the U.S. Securities and Exchange Commission on December 19, 2017 and February 2, 2018, respectively.

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.

Dated: December 30, 2020

By: /s/ Henry Williams
Henry Williams
Chief Financial Officer
