
**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 April 2023

Commission File Number: 001-39713

Ozon Holdings PLC
(Exact Name of Registrant as Specified in its Charter)

**Arch. Makariou III, 2-4
Capital Center, 9th floor
1065, Nicosia
Cyprus
Telephone: +357 22 360 000
(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

EXHIBIT INDEX

Exhibit No.

Description

99.1

[Press release of Ozon Holdings PLC dated April 19, 2023](#)

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, thereto duly authorized.

Date: April 19, 2023

Ozon Holdings PLC

By: /s/ Igor Gerasimov

Name: Igor Gerasimov

Title: Chief Financial Officer, Executive Director



Ozon Announces the Settlement Date of its \$750 Million Senior Unsecured Convertible Bonds Due 2026

April 19, 2023 — Ozon Holdings PLC (NASDAQ and MOEX: “OZON”, thereafter referred to as “we”, “us”, “our”, “Ozon” or the “Company”), an operator of the leading Russian e-commerce platform, provides further update in respect of its \$750 million 1.875 per cent. senior unsecured convertible bonds due 2026 (“Bonds”) issued by the Company with ISIN: XS2304902443.

Pursuant to the terms of the written resolutions duly passed on October 25, 2022 by the holders of over 75 per cent. in principal amount of the Bonds outstanding (the “Written Resolutions”), the Company is required to implement the consents and amendments to the terms and conditions of the Bonds. Unless otherwise defined, capitalized terms used herein have the meaning given to them in the Written Resolutions.

The Company hereby announces the occurrence of the Settlement Date and confirms that:

- a. the Information, Tabulation and Settlement Agent on its behalf has paid the Cash Redemption Amounts to all holders of the Bonds who have delivered validly completed Eligibility Instructions on or before the Cut-off Time and elected for redemption in USD, in accordance with the Written Resolutions, and the Lock-Up Fee under the relevant Lock-Up Agreement to the holders of the Bonds entitled to receive the Lock-Up Fee;
- b. its Russian subsidiary on its behalf has paid the Cash Redemption Amounts to all holders of the Bonds who have delivered validly completed Eligibility Instructions on or before the Cut-off Time and elected for redemption in RUB, in accordance with the Written Resolutions, and the Lock-Up Fee under the relevant Lock-Up Agreement to the holders of the Bonds entitled to receive the Lock-Up Fee; and
- c. the payment of the Cash Redemption Amounts did not result in a violation of Sanctions (as defined in the Written Resolutions) by any person.

Bondholders that have submitted validly completed Eligibility Instructions on or before the Cut-off Time and elected for redemption in USD but who have not received their USD Cash Redemption Amount as directed in their Eligibility Instructions, may notify the Information, Tabulation and Settlement Agent at ozonconsent@i2capmark.com and the Company at cbond_documents@ozon.ru before 5 pm New York time on 21 April 2023 if they have not received their USD Cash Redemption Amount. Bondholders that have not notified the Information, Tabulation and Settlement Agent and the Company prior to 5 pm New York time on 21 April 2023 that they have not received their USD Cash Redemption Amount shall be deemed to have received their USD Cash Redemption Amount.

This announcement constitutes a RUB Settlement Confirmation Notice. The Company will separately publish the USD Settlement Confirmation Notice pursuant to the Written Resolutions.

For further information on the redemption of Bonds, please refer to the Memorandum at <https://ir.ozon.com/restructuring> or <https://i2capmark.com/event-details/68/Holder/ozon-consent-solicitation>.

About Ozon

Ozon is a multi-category e-commerce platform operating in Russia, Belarus and Kazakhstan. Its fulfillment infrastructure and delivery network enable Ozon to provide its customers with fast and convenient delivery via couriers, pick-up points or parcel lockers. Its extensive logistics footprint and fast-developing marketplace platform allow entrepreneurs to sell their products across Russia's 11 time zones and offer customers wide selections of goods across multiple product categories. Ozon also provides value-added services such as fintech. For more information, please visit <https://corp.ozon.com/>.

Contacts

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