
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Ozon Holdings PLC

(Exact name of registrant as specified in its charter)

Cyprus
(State or Other Jurisdiction of Incorporation or Organization)

N/A
(I.R.S. Employer Identification Number)

**Arch. Makariou III, 2-4
Capital Center, 9th floor
Nicosia, Cyprus**
(Address of principal executive offices)

1065
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
American Depositary Shares
Ordinary Shares, nominal value \$0.001 per share

**Name of each exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC
The NASDAQ Stock Market LLC*

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: 333-

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

* Not for trading, but only in connection with the listing of the American Depositary Shares on The NASDAQ Stock Market LLC. The American Depositary Shares represent the right to receive the ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from registration under Section 12(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

Item 1. Description of Registrant's Securities to be Registered.

A description of Ozon Holdings PLC's (the "Company") (a) ordinary shares, nominal value \$0.001 per share is set forth under the caption "Description of Share Capital and Articles of Association" and (b) American Depositary Shares, each representing one ordinary share, nominal value of \$0.001 per share to be registered hereunder, set forth under the heading "Description of American Depositary Shares" in each case in the Company's Registration Statement on Form F-1 (File No. 333-249810), filed with the Securities and Exchange Commission on November 2, 2020, as thereafter amended (the "Registration Statement"), which is incorporated herein by reference. The form of prospectus that constitutes part of the Registration Statement and is filed by the registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

Item 2. Exhibits.

Under the instruction as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered with The Nasdaq Stock Market LLC and the shares of Common Stock registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Ozon Holdings PLC

By: /s/ Alexander Shulgin

Name: Alexander Shulgin

Title: Chief Executive Officer

Date: November 17, 2020

By: /s/ Daniil Fedorov

Name: Daniil Fedorov

Title: Chief Financial Officer