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

Form F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Ozon Holdings PLC

(Exact Name of Registrant as Specified in its Charter)

Not Applicable

(Translation of Registrant's Name into English)

Cyprus
(State or other Jurisdiction of
Incorporation or Organization)

5961
(Primary Standard Industrial
Classification Code Number)

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

Arch. Makariou III, 2-4
Capital Center, 9th floor
1065, Nicosia
Cyprus

Telephone: +357 22 360 000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, DE 19711
+1 302 738 6680

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-249810)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered ⁽¹⁾⁽²⁾	Amount to be Registered ⁽¹⁾⁽³⁾	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price ⁽⁴⁾	Amount of Registration Fee
Ordinary shares, nominal value of \$0.001 per share	3,450,000	\$30.00	\$103,500,000	\$11,292

(1) 3,450,000 ordinary shares being registered in this registration statement are in addition to 34,500,000 ordinary shares registered pursuant to registrant's registration statement on Form F-1 (Registration No. 333-249810).

(2) American depositary shares issuable upon deposit of the ordinary shares registered hereby are registered under a separate registration statement on Form F-6 (Registration No. 333-250104). Each American depositary share represents one ordinary share.

(3) Includes additional ordinary shares represented by American depositary shares that the underwriters have an option to purchase.

(4) Estimated solely for purpose of calculating the amount of registration fee pursuant to Rule 457(a) of the Securities Act of 1933, as amended.

This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed by Ozon Holdings PLC (the "Company") pursuant to Rule 462(b) under the U.S. Securities Act of 1933, as amended, to register an additional number of the Company's ordinary shares, nominal value of \$0.001 per share. The Company hereby incorporates by reference into this registration statement on Form F-1 in its entirety the registration statement on Form F-1 (Registration No. 333-249810), as amended (including the exhibits thereto), declared effective on November 23, 2020 by the U.S. Securities and Exchange Commission (the "Commission").

EXHIBIT INDEX

The following documents are filed as part of this registration statement:

- 5.1 [Opinion of Antis Triantafyllides & Sons LLC, counsel to the Company, regarding the validity of the ordinary shares.](#)
- 23.1 [Consent of JSC "KPMG," Independent Registered Public Accounting Firm.](#)
- 23.2 [Consent of Antis Triantafyllides & Sons LLC \(included in Exhibit 5.1\).](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Ozon Holdings PLC has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Moscow, Russia on November 23, 2020.

Ozon Holdings PLC

By: /s/ Alexander Shulgin

Name: Alexander Shulgin
Title: Chief Executive Officer

By: /s/ Daniil Fedorov

Name: Daniil Fedorov
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on November 23, 2020 in the capacities indicated:

<u>Name</u>	<u>Title</u>
/s/ Alexander Shulgin _____ Alexander Shulgin	Chief Executive Officer (principal executive officer)
/s/ Daniil Fedorov _____ Daniil Fedorov	Chief Financial Officer (principal financial officer and principal accounting officer)
/s/ Nadezda Belova _____ Nadezda Belova	Member of the Board
/s/ Sotia Konstantinou _____ Sotia Konstantinou	Member of the Board
/s/ Antonis Georgiou _____ Antonis Georgiou	Member of the Board

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Ozon Holdings PLC has signed this registration statement on November 23, 2020.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director