
**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 12, 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 12, 2023

Ozon Holdings PLC

By: /s/ Igor Gerasimov

Name: Igor Gerasimov

Title: Chief Financial Officer, Executive Director



Ozon Satisfies the Conditions Precedent under the Restructuring of its \$750 Million Senior Unsecured Convertible Bonds Due 2026

April 12, 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 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 was required to satisfy a number of Conditions Precedent set out in the Written Resolutions in order to implement the Restructuring. Unless otherwise defined, capitalized terms used herein have the meaning given to them in the Written Resolutions.

The Company hereby announces that all Conditions Precedent have been satisfied in full. Accordingly, the CP Satisfaction Date has occurred as of the date of this announcement. The Settlement Date is expected to occur on April 19, 2023 (i.e., two Business Days after the CP Satisfaction Date). The RUB Settlement Period shall commence on the Settlement Date and shall end two Business Days later.

Additionally, the Company announces that the Deed Poll is available at <https://ir.ozon.com/restructuring/>. For further information on the Restructuring and the effect of the CP Satisfaction Date occurring, 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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