
**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 May 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Ozon Holdings PLC dated May 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: May 19, 2023

Ozon Holdings PLC

By: /s/ Igor Gerasimov

Name: Igor Gerasimov

Title: Chief Financial Officer, Executive Member of
the Board of Directors



Ozon Announces the Cancellation Date for its \$750 Million Senior Unsecured Convertible Bonds Due 2026

May 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 90 per cent. in principal amount of the Bonds outstanding (the "**Written Resolutions**"), the Company was required to implement the consents and amendments to the terms and conditions of the Bonds. Unless otherwise defined herein, capitalized terms shall have the meanings given to them in the Written Resolutions.

As of the date of this announcement, the Company has paid Cash Redemption Amount to Bondholders holding 94% in principal amount of the Bonds, comprised of all eligible holders of the Bonds who submitted validly completed Eligibility Instructions by the Cut-off Time (i.e. before 4 pm London time on April 5, 2023) in accordance with the Written Resolutions, and all applicable sanctions laws and regulations.

This announcement constitutes a USD Settlement Confirmation Notice. The RUB Settlement Confirmation Notice was published on April 19, 2023.

The Company hereby announces the occurrence of the Cancellation Date. As of the Cancellation Date and in accordance with the Written Resolutions, all of the Bonds outstanding are deemed cancelled (and the holders of the Bonds have no further rights thereunder, other than as set out in the Deed Poll). The trust deed dated February 24, 2021 and all ancillary documents relating to the Bonds (other than the Deed Poll) have terminated and have no further force and effect.

IMPORTANT. In accordance with the undertakings provided by the holders of the Bonds in their Eligibility Instructions and in order to memorialise the cancellation of the Bonds, the Company hereby requests the Bondholders whose bonds are held through custodians and direct participants, in the clearing systems, who are not Sanctioned Persons to deliver cancellation instructions with respect to the relevant Bonds. The holders of the Bonds may contact the Company at cbond_documents@ozon.ru and/or the Information, Tabulation and Settlement Agent at ozonconsent@i2capmark.com for further information and assistance with delivering the required cancellation instructions.

The Deed Poll is effective as of and from the Cancellation Date. Holders of the Bonds who did not submit validly completed Eligibility Instructions by the Cut-off Time are able to submit such

instructions during the Holding Period commencing on the Cancellation Date. Following submission of a validly completed Eligibility Instruction, such holders shall have the right to receive the Cash Redemption Amount (as defined in the Deed Poll) subject to and in accordance with the terms of the Deed Poll. The Deed Poll is available at <https://ir.ozon.com/restructuring>. For further information relating to the Deed Poll please contact the Company at cbond_documents@ozon.ru.

For further information on the cancellation of Bonds, please refer to the Memorandum at <https://ir.ozon.com/restructuring>.

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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