
**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 March 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 March 29, 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: March 29, 2023

Ozon Holdings PLC

By: /s/ Igor Gerasimov

Name: Igor Gerasimov

Title: Chief Financial Officer, Executive Director



Ozon Announces the Occurrence of the UK/EU/US Sanctions Approval Satisfaction Date and the Effective Date along with the Extension of the Redemption Long Stop Date in Respect of the Restructuring of Its \$750 Million Senior Unsecured Convertible Bonds Due 2026

March 29, 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.

As announced in the Company’s press releases dated October 25, 2022 and December 23, 2022, the Company has received a license from the U.S. sanctions authority regarding, and approval from the Cyprus Enforcement Unit for the Financial Sector (MEK) to implement, the consents and amendments to the terms and conditions of the Bonds on the terms set out in the written resolutions duly passed on October 25, 2022 (the “**Restructuring**”) by the holders of over 75 per cent. in principal amount of the Bonds outstanding (the “**Written Resolutions**”). Unless otherwise defined, capitalized terms used herein have the meaning given to them in the Written Resolutions.

As announced in the Company’s press releases dated January 30, 2023, and March 14, 2023, the Company has been awaiting response from the UK sanctions authority indicating that no license or authorization is required in connection with the Restructuring or granting a license or authorization to implement the Restructuring. The Redemption Long Stop Date was extended to March 15, 2023 and then to March 31, 2023.

The Company hereby announces that the UK sanctions authority published, on March 28, 2023, general license INT/2023/2824812 relating to ‘Bond amendments and restructurings for non-Designated Persons’ (the “**License**”) which authorizes bond issuers and UK persons to effect the terms of the bond restructurings subject to certain conditions. The Company hereby confirms that the Restructuring and its implementation falls within the scope of the License.

Accordingly, pursuant to the Written Resolutions, the UK/EU/US Sanctions Approval Satisfaction Date has now occurred. Consequently, the Effective Date has occurred as of the day of this announcement.

The holders of the Bonds which have not submitted validly completed Eligibility Instructions are entitled to deliver validly completed Eligibility Instructions to the Information, Tabulation and Settlement Agent on or before the Cut-off Time, being 4.00 p.m. London time on Wednesday April 5, 2023, in order to receive the USD Cash Redemption Amount on the Settlement Date or, as applicable, the RUB Cash Redemption Amount during the RUB Settlement Period.

The anticipated timetable for settlement is as follows:

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| As soon as practicable following the Cut-off Time, being 4.00 p.m. London time on April 5, 2023 | The Company shall issue a public notice stating the aggregate amount of Bonds which it is required to redeem in USD on the Settlement Date |
| As soon as practicable after the Cut-off Time (“CP Satisfaction Date”) | Satisfaction of outstanding Conditions Precedent. The Company shall make a public announcement following satisfaction of the Conditions Precedent |
| CP Satisfaction Date + 2 Business Days | Settlement Date in respect of the USD Cash Redemption Amount |
| Commencing on Settlement Date, ending 2 Business Days later | RUB Settlement Period in respect of the RUB Cash Redemption Amount |
| Settlement Date + 2 Business Days | Beneficial Owners that have validly submitted Eligibility Instructions on or before the Cut-off Time and elected for redemption in USD, that have not received their USD Cash Redemption Amount, may notify the Information, Tabulation and Settlement Agent at ozonconsent@i2capmark.com and the Company at cbond_documents@ozon.ru that they have not received their USD Cash Redemption Amount |
| Cancellation Date | Following issue of the RUB Settlement Date Confirmation Notice and the USD Settlement Confirmation Notice, the global bond issued in respect of the Bonds shall be marked down and cancelled in full and the Trust Deed in respect of the Bonds and any ancillary documents (other than the Deed Poll) shall terminate and have no further effect |

To facilitate settlement, and in accordance with the definition of the Redemption Long Stop Date, the Company and the holders as at the Record Date of over 33.4 per cent. in principal amount of the Bonds outstanding (including at least two members of the Ad Hoc Group) have agreed that the Redemption Long Stop Date shall be further extended to April 20, 2023.

For further information on the effects of the occurrence of the UK/EU/US Sanctions Approval Satisfaction Date and the Effective Date, including the detailed terms and procedure thereof, please refer to the Memorandum at <https://ir.ozon.com/restructuring> or <https://i2capmark.com/event-details/68/Holder/ozon-consent-solicitation>. All activities, transactions and other dealings contemplated in the Written Resolutions shall be carried out in compliance with Sanctions (including blocking and freezing requirements).

About Ozon

Ozon is a leading multi-category e-commerce platform and one of the largest internet companies in Russia. Its fulfillment infrastructure and delivery network have some of the widest coverage among e-commerce players in the country, enabling Ozon to provide Russian population with fast and convenient delivery via couriers, pick-up points or parcel lockers. Its extensive logistics footprint and fast-developing marketplace platform allow thousands of entrepreneurs to sell their products across Russia's 11 time zones and offer millions of customers one of the widest selections of goods across multiple product categories. Ozon actively seeks to expand its value-added services such as fintech. For more information, please visit <https://corp.ozon.com/>.

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