

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No.2)\*

**QIWI plc**

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(Name of Issuer)

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American Depositary Shares, each representing one Class B Ordinary Share, having a nominal value of €0.0005 per share  
(Title of Class of Securities)

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74735M108

(CUSIP Number)

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Alexander Tarabrin  
2/4 Letnikovskaya Street, 115114, Moscow, Russia  
+7 (495) 232-03-00

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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17 February 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of reporting persons Otkritie Holding JSC <sup>1</sup>	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) OO	
5.	Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization Russian Federation	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 3,514,423 <sup>2</sup>
	8.	Shared voting power 0
	9.	Sole dispositive power 3,514,423 <sup>5</sup>
	10.	Shared dispositive power 0
11.	Aggregate amount beneficially owned by each reporting person 3,514,423	
12.	Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 7.83% <sup>3</sup>	
14.	Type of reporting person (see instructions) CO	

<sup>1</sup> Otkritie Holding JSC is a joint stock company organized under the laws of Russian Federation. (the "Otkritie Holding").

<sup>2</sup> Based on 5,593,041 Class B ordinary shares acquired by Otkritie Investments Cyprus Limited ("OICL") pursuant to a subscription agreement, dated May 14, 2015 (the "Subscription Agreement"), by and among QIWI plc ("QIWI" or the "Issuer"), OICL and Otkritie Holding, and converted by OICL and Otkritie Holding into the ADSs, *minus* 1,907,305 ADSs representing Class B ordinary shares disposed pursuant to an over-the-counter equity repurchase transaction.

<sup>3</sup> Based on 44,902,028 Class B ordinary shares outstanding as of December 31, 2015, as disclosed by QIWI in its Annual Report on Form 20-F. The 3,514,423 Class B shares referred to above represent approximately 5.82% of the total outstanding share capital of the Issuer, based on 60,418,601 Class A and Class B ordinary shares outstanding as of December 31, 2015, as disclosed by QIWI in its Annual Report on Form 20-F.

**Explanatory Note:**

This Amendment No. 2 to Schedule 13D (the "Amendment") is filed by Otkritie Holding JSC to amend the Schedule 13D related to the Class B ordinary shares of QIWI previously filed by OICL with the Securities and Exchange Commission on June 12, 2015 and amended by Amendment No. 1 filed on June 23, 2015 (as so amended, the "Schedule 13D"). This Amendment is filed to disclose changes to beneficial ownership as a result of:

- (i) termination of the Voting Agreement described in Item 4(d) of the Schedule 13D and resulting elimination of beneficial ownership over 11,877,821 shares held by Saldivar;
- (ii) transfer by OICL of its ADSs representing Class B ordinary shares to Otkritie Holding; and
- (iii) disposal by Otkritie Holding of 1,907,305 ADSs representing Class B ordinary shares pursuant to an over-the-counter equity repurchase transaction.

Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

**Item 2. Identity and Background.**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This statement is filed by Otkritie Holding, a joint stock company incorporated under the laws of the Russian Federation, whose principle business is investment activities and business address and registered address are at 2/4 Letnikovskaya street, 115114, Moscow, Russia.

To the knowledge of Otkritie Holding, the name, business address, citizenship, and principal occupation or employment of (i) each director and executive officer of Otkritie Holding, (ii) each person controlling such corporation and (iii) each executive officer and director of any corporation or other person ultimately in control of such corporation, are set forth in Schedule A and incorporated herein by this reference.

During the past five years, Otkritie Holding has not, nor, to the knowledge of Otkritie Holding, have any of the persons listed on Schedule A hereto (i) been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

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The Schedule 13D reports the acquisition of beneficial ownership of the Class B ordinary shares by OICL from QIWI in connection with the sale by OICL to QIWI of all of the charter capital of CIHRUS, and the subsequent transfer of the Tranche 1 Shares by OICL to Otkritie Holding. The acquisition of beneficial ownership of the Class B ordinary shares reported in initial Schedule 13D by OICL from QIWI was the result of the sale to QIWI of all of the charter capital of CIHRUS. See the Explanatory Note in the initial Schedule 13D, which is incorporated herein by reference. In connection with the acquisition of the Class B ordinary shares, QIWI and OICL entered into a cooperation agreement, dated June 2, 2015 (the "Cooperation Agreement"), pursuant to which they have agreed to strategically cooperate with each other in order to carry out certain joint projects related to certain areas of their respective businesses, including by virtue of establishing a steering committee.

On July 2, 2015, QIWI filed a Form F-3 Registration Statement under the Securities Act of 1933, as amended (the "Securities Act"), for the resale from time to time of ADSs beneficially owned by OICL and Otkritie Holding (the "Form F-3 Registration Statement"). In addition, OICL and Otkritie Holding may transfer ADSs by other means, including in a transaction pursuant to Regulation S under the Securities Act or in a transaction exempt from registration under the Securities Act, including pursuant to Rule 144 thereunder.

Otkritie Holding and OICL deposited the Class B ordinary shares with the depository for QIWI's ADS program and received a number of ADSs representing Class B ordinary shares so deposited. OICL subsequently transferred ADSs they beneficially owned to Otkritie Holding. Otkritie Holding may seek to sell ADSs they beneficially own in the ordinary course of their business. There is no assurance that any such resales or other transfers will be made.

Otkritie Holding expect to enter into repurchase, buy and sell back and other similar transactions with third parties from time to time covering ADSs they beneficially own, and also may loan, pledge, hypothecate or sell ADSs to third parties.

On February 17, 2017 Otkritie Holding disposed 1,907,305 ADSs representing Class B ordinary shares pursuant to an over-the-counter equity repurchase transaction.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) See Exhibit A hereto, which is incorporated herein by reference.
  - (b) See Exhibit A hereto, which is incorporated herein by reference.
  - (c) Not applicable.
  - (d) Otkritie Holding expect to enter into repurchase, buy and sell back and other similar transactions with third parties from time to time covering ADSs they beneficially own, and also may loan, pledge, hypothecate or sell ADSs to third parties. Such third parties may then hold an interest in some or all of Otkritie Holding's ADSs, including the right to receive dividends and other distributions thereon and to sell or transfer such ADSs.
  - (e) Not applicable.
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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended and supplemented by the restating of “Form F-3 Registration Statement” and “Repurchase Agreements” in their entirety as follows:

**Form F-3 Registration Statement**

On July 2, 2015, QIWI filed the Form F-3 Registration Statement under the Securities Act, for the resale from time to time of ADSs beneficially owned by Otkritie Holding.

**Repurchase Agreements**

Otkritie Holding expect to enter into repurchase, buy and sell back and other similar transactions with third parties from time to time covering ADSs they beneficially own, and also may loan, pledge, hypothecate or sell Class A ordinary shares, Class B ordinary shares and ADSs to third parties.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 27, 2017

Otkritie Holding JSC

/s/ Alexander Tarabrin

\_\_\_\_\_  
Alexander Tarabrin

Deputy General Director

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Title

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**SCHEDULE A****Persons other than Individuals:****Individuals:**

<b><u>Name:</u></b>	<b><u>Title/Principal Occupation or Employment</u></b>	<b><u>Citizenship</u></b>
Alexey Lvovich Karakhan	General Director	Russian Federation
Ruben Abelovich Aganbegyan	Member of the Board of Directors of Otkritie Holding JSC	Russian Federation
Vadim Stanislavovich Belyaev	Chairman of the Board of Directors of Otkritie Holding JSC	Russian Federation
Kirill Gennadievich Androsov	Member of the Board of Directors of Otkritie Holding JSC	Russian Federation
Olga Vladimirovna Plaksina	Member of the Board of Directors of Otkritie Holding JSC	Russian Federation
Dmitry Zakerievich Romaev	Member of the Board of Directors of Otkritie Holding JSC	Russian Federation

The business address for each of the individuals listed above is Letnikovskaya street, 2, building 4, Moscow, 115114, Russia.

Each individual listed in the table above disclaims beneficial ownership of the Class A and/or B ordinary shares that may be beneficially owned by each of the other entities and individuals listed in this Schedule A and this report shall not be construed as an admission that such persons are the beneficial owner of such securities.

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**EXHIBIT A****Item 5(a)&(b) – Interest in Securities of the Issuer**

	<b>Class B Shares</b>
(a) Amount Beneficially Owned Otkritie Holding JSC	3,514,423
(b) Percent of class Otkritie Holding JSC	7.83%
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote: Otkritie Holding JSC	3,514,423
(ii) Shared power to vote or to direct the vote: Otkritie Holding JSC	0
(iii) Sole power to dispose or to direct the disposition of: Otkritie Holding JSC	3,514,423
(iv) Shared power to dispose or to direct the disposition of: Otkritie Holding JSC	0

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