
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

QIWI plc

(Name of Subject Company (Issuer))

**OTKRITIE INVESTMENTS CYPRUS LIMITED
OTKRITIE HOLDING JSC**

(Names of Filing Persons (Offerors))

Otkritie Holding JSC
2/4 Letnikovskaya Street, 115114
Moscow, Russia
Attention: Alexander Tarabrin
Telephone: +7 (495) 232-03-00

Otkritie Investments Cyprus Limited
Griva Digeni, 105, 1st Floor,
Flat/Office 102A&102C,
3101, Limassol, Cyprus
Attention: Kristina Khakhulina
Telephone: +357 25 02 81 52
(Names of Filing Persons (other persons))

**American Depositary Shares, each representing one Class B ordinary share, having a nominal value EUR 0.0005 per share
Class B ordinary shares, having a nominal value of EUR 0.0005 per share**
(Title of Class of Securities)

74735M108
(CUSIP Number of Class of Securities)

2/4 Letnikovskaya Street, 115114
Moscow, Russia
Attention: Alexander Dmitriev
Telephone: +7 (495) 797-32-69

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Copies to:

Scott I. Sonnenblick
Linklaters LLP
1345 Avenue of the Americas
New York, New York 10105
(212) 903-9000

CALCULATION OF FILING FEE

Transaction Valuation

Not Applicable*

Amount of Filing Fee

Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None
Form or Registration No.: Not Applicable

Filing Party: Not Applicable
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO (this "*Filing*") relates to preliminary communications made before the commencement of a planned tender offer (the "*Offer*") by Otkritie Holding JSC, a joint stock company organized under the laws of Russian Federation ("*Parent*") and Otkritie Investments Cyprus Limited, a company incorporated under the laws of the Republic of Cyprus and an indirect, wholly-owned subsidiary of Parent ("*Purchaser*" and, together with Parent, the "*Offerors*") to purchase up to 24,794,253 outstanding Class B ordinary shares, having a nominal value EUR 0.0005 per share (the "*Class B Shares*"), including Class B Shares represented by American Depositary Shares (each American Depositary Share representing one Class B Share) (the "*ADSs*" and, together with the Class B Shares, the "*Securities*"), of QIWI plc, a company incorporated under the laws of the Republic of Cyprus ("*QIWI*"), which, when added to the Securities already held by the Offerors and their affiliates, constitutes approximately 63.85% of the outstanding Securities based on 45,080,461 Class B Shares (including Class B Shares represented by ADSs) outstanding as of March 17, 2017, as disclosed by QIWI in its Annual Report on Form 20-F filed on March 22, 2017, at a price of \$28.00 per Class B Share or ADS, net to the seller in cash, without interest and less any required withholding taxes.

Substantially contemporaneously with announcement of their intention to increase their investments in QIWI by means of the Offer, Parent and Purchaser have initiated discussions with and are considering an opportunity to cooperate with Saldivar Investments Limited ("*Saldivar*"), the controlling shareholder of QIWI, and Mr. Sergey Solonin, the controlling shareholder of Saldivar and Chief Executive Officer of QIWI. The discussions are preliminary only and there are no agreements or understandings, written or oral, between the parties as of the date hereof. Parent and Purchaser do not expect any agreements or understandings with Saldivar or Mr. Solonin to be reached until after completion of the Offer, and there can be no assurance that any such agreement or understanding will be reached. Such discussions with Saldivar and Mr. Solonin may continue following the Offer, however, the consummation of the Offer is in no way contingent on the outcome of such discussions.

IMPORTANT INFORMATION ABOUT THE TENDER OFFER

The tender offer referenced in this Filing has not yet commenced. This announcement is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell securities, nor is it a substitute for the tender offer materials that will be filed with the U.S. Securities and Exchange Commission (the "*SEC*"). The solicitation and offer to buy shares of common stock of QIWI will only be made pursuant to an Offer to Purchase and related tender offer materials that will be filed by the Offerors with the SEC. At the time the tender offer is commenced, the Offerors will file a Tender Offer Statement on Schedule TO. THE TENDER OFFER MATERIALS OF THE OFFERORS ON SCHEDULE TO (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) WILL CONTAIN IMPORTANT INFORMATION. QIWI STOCKHOLDERS SHOULD READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT QIWI STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES. Copies of these documents, when filed with the SEC, will be available free of charge by contacting Innisfree M&A Incorporated, its information agent for the tender offer, at (888) 750-5834. These documents, when filed with the SEC, will also be available for free at the SEC's website at www.sec.gov.

Item 12.

Exhibits

[99.1](#)

Press Release issued on June 9, 2017.

SIGNATURE

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 hereunto duly authorized.

Date: June 12, 2017

OTKRITIE HOLDING JSC

By: /s/ Alexander Tarabrin

Name: Alexander Tarabrin

Title: General Counsel

Date: June 12, 2017

OTKRITIE INVESTMENTS CYPRUS LIMITED

By: /s/ Kristina Khakhulina

Name: Kristina Khakhulina

Title: Director

FOR IMMEDIATE RELEASE

Contact:
Alexander Dmitriev
+7 (495) 797-32-69

Otkritie Holding JSC and Otkritie Investments Cyprus Limited Announce Intention to Commence Partial Tender Offer at \$28.00 per share for up to 24,794,253 outstanding Class B ordinary shares, including Class B ordinary shares represented by American Depositary Shares, of QIWI plc

Moscow, Russia (June 9, 2017). Otkritie Holding JSC (“*Parent*”) and Otkritie Investments Cyprus Limited (“*Purchaser*” and, together with Parent, the “*Offerors*”) today announced that they intend to make a cash tender offer (the “*Offer*”), at a price of \$28.00 per share for up to 24,794,253 outstanding Class B ordinary shares, having a nominal value EUR 0.0005 per share (the “*Class B Shares*”), including Class B Shares represented by American Depositary Shares (each American Depositary Share representing one Class B Share) (the “*ADSs*” and, together with Class B Shares, the “*Securities*”) of QIWI plc (“*QIWI*”) (Nasdaq: QIWI).

The Offerors, together with their affiliates, currently hold approximately 8.85% of the outstanding Securities of QIWI which, when added to the maximum number of Securities the Offerors are seeking to acquire in the Offer, constitutes approximately 63.85% of the outstanding Securities based on 45,080,461 Class B Shares (including Class B Shares represented by ADSs) outstanding as of March 17, 2017, as disclosed by QIWI in its Annual Report on Form 20-F filed on March 22, 2017.

“The creation of added value through high-tech financial services is one of Otkritie Group’s strategic priorities. Over the last years we have been successful in developing our FinTech projects, such as Tochka, Rocketbank and Otkritie Factoring, and established ourselves as leaders in launching innovative solutions in our banking business segment (including remote mortgage applications with online search capability for residential properties using VR technologies or face and voice recognition in customer identification procedures). We clearly see that the FinTech market is expanding and the share of such projects and solutions is constantly increasing in our business, and we are sure that this trend will continue. In pursuance of this strategy, we aim to further our investments in the FinTech domain and deepen our strategic cooperation with one of the leaders of the Russian FinTech market, thus we announce our intention to commence the tender offer to purchase up to an additional 45-55% of Class B Shares and ADSs in QIWI. We consider this to be an important step for us – if the Offer is successfully closed, this will create a basis for our companies to build on the growth of FinTech and reinforce our respective positions as digital leaders,” said Alexey Karakhan, the CEO and Chairman of the Management Board of the Parent.

The offer price represents a 19.00% premium over QIWI’s closing price of \$23.53 per share on June 9, 2017, the last trading day prior to today’s announcement, and represents an 87.86% premium over the average year to date closing trading prices of QIWI shares of \$14.91 per share. The tender offer will be open to all holders of the Class B Shares, including Class B Shares represented by ADSs.

Substantially contemporaneously with announcement of their intention to increase their investments in QIWI by means of the Offer, Parent and Purchaser have initiated discussions with and are considering an opportunity to cooperate with Saldivar Investments Limited (“*Saldivar*”), the controlling shareholder of QIWI, and Mr. Sergey Solonin, the controlling shareholder of Saldivar and Chief Executive Officer of QIWI. The discussions are preliminary only and there are no agreements or understandings, written or oral, between the parties as of the date hereof. Parent and Purchaser do not expect any agreements or understandings with Saldivar or Mr. Solonin to be reached until after completion of the Offer, and there can be no assurance that any such agreement or understanding will be reached. Such discussions with Saldivar and Mr. Solonin may continue following the Offer, however, the consummation of the Offer is in no way contingent on the outcome of such discussions.

THE OFFER WILL NOT BE SUBJECT TO A FINANCING CONDITION.

The Parent expects the ADSs to remain listed on NASDAQ following completion of the Offer.

QIWI is a provider of next generation payment services with over 18.0 million virtual wallets, over 157,000 kiosks and terminals, and enabled merchants to accept over RUB 69 billion in cash and electronic payments monthly from over 53 million consumers using its network in the Russian Federation and the CIS. QIWI operates in and targets markets and consumer segments that are largely cash-based or that lack convenient alternatives for consumers to pay for goods and services in physical, online and mobile environments.

The Parent is a joint stock company incorporated under the laws of the Russian Federation. Parent is presently one of the largest Russian financial services groups. Parent comprises four core businesses: investment banking, brokerage, commercial banking and asset management.

The Purchaser is a company incorporated under the laws of the Republic of Cyprus and is an indirect, wholly-owned subsidiary of the Parent. The Purchaser functions as the Parent's primary investment vehicle outside Russia.

Once the tender offer is commenced, offering materials will be mailed to QIWI stockholders and filed with the Securities and Exchange Commission (the "SEC"). QIWI shareholders should read the offering materials when they become available, because they will contain important information.

The tender offer will be held open for at least 20 business days following its commencement, and tenders of shares must be made prior to the expiration of the tender offer period.

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In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, QIWI files annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other information filed by QIWI at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. QIWI's filings with the SEC are also available for free at the SEC's website at www.sec.gov.

WARNING REGARDING FORWARD LOOKING STATEMENTS

THIS PRESS RELEASE CONTAINS FORWARD LOOKING STATEMENTS. FORWARD LOOKING STATEMENTS CAN BE IDENTIFIED BY USE OF WORDS SUCH AS “OUTLOOK”, “BELIEVE”, “INTEND”, “EXPECT”, “POTENTIAL”, “WILL”, “MAY”, “SHOULD”, “ESTIMATE”, “ANTICIPATE”, AND DERIVATIVES OR NEGATIVES OF SUCH WORDS OR SIMILAR WORDS. FORWARD LOOKING STATEMENTS IN THIS PRESS RELEASE ARE BASED UPON PRESENT BELIEFS OR EXPECTATIONS. HOWEVER, FORWARD LOOKING STATEMENTS AND THEIR IMPLICATIONS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR AS A RESULT OF VARIOUS RISKS, REASONS AND UNCERTAINTIES, INCLUDING UNCERTAINTY AS TO WHETHER THE CONDITIONS TO THE TENDER OFFER WILL BE SATISFIED, THE NUMBER OF SHARES OF QIWI COMMON STOCK THAT WILL BE TENDERED AND WHETHER THE TENDER OFFER WILL BE COMMENCED OR CONSUMMATED. EXCEPT AS REQUIRED BY LAW, THE OFFERORS UNDERTAKE NO OBLIGATION TO UPDATE ANY FORWARD LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.

(END)

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