

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon: 

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



amendment to Schedule 13D under Rule 13d-2



going-private transaction subject to Rule 13e-3



issuer tender offer subject to Rule 13e-4



third-party tender offer subject to Rule 14d-1

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



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

(650) 833-2000

94303-2214

East Palo Alto, California

2000 University Avenue

DLA Piper LLP (US)

Drew M. Valentine, Esq.

Alan Seem, Esq.

Curtis L. Mo, Esq.

Copies to:

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person)

(520) 524-4926

P.C. 1035, Nicosia, Cyprus

Flat/Office 303

3

 Floor

rd

5, Dimitraki Christodoulou

Natallia Makarava

(CUSIP Number of Class of Securities)

74735M108

(Title of Class of Securities)

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 EUR 0.0005 per share

(Names of Filing Persons (Offeror))

Dalliance Services Company

(Name of Subject Company (Issuer))

QIWI PLC

of the Securities Exchange Act of 1934

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

(Amendment No. 1)

SCHEDULE TO

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

Not applicable.

Item 13. Information required by Schedule 13E-3

\*\* Previously filed

 \* Filed herewith

107

Filing Fee Table\*

(h)

Not Applicable.

(g)

Not Applicable.

Exhibit 4.3 to QIWI plc’s Annual Report on Form 20-F, filed on April 29, 2022).

(d)(4)

The agreement for the transfer of the ownership of the shares related to the project “Tochka” (incorporated by reference to

Form F-3, File No. 333-235239, filed on November 25, 2019).

Otkritie Financial Corporation» and (incorporated by reference to Exhibit 4.4 to QIWI plc’s Registration Statement on

(d)(3)

Form of Amended and Restated Registration Rights Agreement among QIWI plc and Public Joint-Stock Company «Bank

2013).

reference to Exhibit 4.5 to QIWI plc’s Registration Statement on Form F-1, File No. 333-191221, filed on September 30,

Mikhailov, Bralvo Limited, E1 Limited, Mail.ru Group Limited and Mitsui & Co., Ltd., and QIWI plc. (incorporated by

Palmway Holdings Limited, Antana International Corporation, Andrey N. Romanenko, Dargle International Limited, Igor N.

(d)(2)

Form of Amended and Restated Registration Rights Agreement among Saldivar Investments Limited, Sergey A. Solonin,

Form F-1/A, File No. 333-187579, filed on April 19, 2013).

Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to QIWI plc’s Registration Statement on

(d)(1)

Form of Deposit Agreement among the Registrant, the Depositary and Owners and Beneficial Owners of the American

(a)(5)(B)

Press Release of the Company, dated July 8, 2022\*

(a)(5)(A)

Summary Advertisement, dated July 7, 2022.\*\*

(a)(4)

Not Applicable.

(a)(3)

Not Applicable.

(a)(2)

Not Applicable.

(a)(1)(B)

Letter of Transmittal (including IRS Form W-9).\*\*

(a)(1)(A)

Offer to Purchase, dated July 7, 2022.\*\*

Exhibit

Item 12. Exhibits

this Schedule TO and is incorporated herein by reference.”

“On July 8, 2022, the Company issued a press release announcing the Offer. A copy of such press release is filed as Exhibit (a)(5)(B) to

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following to the end thereof:

Item 11. Additional Information

to Purchase and the Letter of Transmittal.

information contained in the Schedule TO remains unchanged. You should read this Amendment No. 1 together with the Schedule TO, the Offer

Only those items amended or supplemented are reported in this Amendment No. 1. Except as specifically provided herein, the

a copy of which is attached to the Schedule TO as Exhibit (a)(1)(B).

(the “Letter of Transmittal” and, together with the Offer to Purchase, as they may be amended and supplemented from time to time, the “Offer”),

July 7, 2022 (the “Offer to Purchase”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(A), and the related Letter of Transmittal

any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated

Company at price of not less than $2.20 and not greater than $2.70 per Share (including Shares represented by ADSs), to the seller in cash, less

Company’s Shares represented by American Depositary Shares, each representing a Share (each an “ADS” and collectively, the “ADSs”) of the

Company’s Class B ordinary shares having a nominal value EUR 0.0005 per share (each, a “Share,” and collectively, the “Shares”) and the

of QIWI PLC, a company formed under the laws of Cyprus (the “Company”), to the stockholders to tender up to $25.0 million in value of the

laws of the Marshall Islands (the “Offeror”), and wholly owned by Sergey Solonin, the largest shareholder and chairman of the board of directors

originally filed on July 7, 2022 (the “Schedule TO”) relating to the offer by Dalliance Services Company, a corporation incorporated under the

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Issuer Tender Offer Statement on Schedule TO

Dated: July 8, 2022

Title:

Director

Name: Natallia Makarava

By:

/s/ Natallia Makarava

DALLIANCE SERVICES COMPANY.

and correct.

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

SIGNATURE

\*\* Previously filed

 \* Filed herewith

107

Filing Fee Table\*

(h)

Not Applicable.

(g)

Not Applicable.

Exhibit 4.3 to QIWI plc’s Annual Report on Form 20-F, filed on April 29, 2022).

(d)(4)

The agreement for the transfer of the ownership of the shares related to the project “Tochka” (incorporated by reference to

3, File No. 333-235239, filed on November 25, 2019).

Otkritie Financial Corporation» and (incorporated by reference to Exhibit 4.4 to QIWI plc’s Registration Statement on Form F-

(d)(3)

Form of Amended and Restated Registration Rights Agreement among QIWI plc and Public Joint-Stock Company «Bank

reference to Exhibit 4.5 to QIWI plc’s Registration Statement on Form F-1, File No. 333-191221, filed on September 30, 2013).

Mikhailov, Bralvo Limited, E1 Limited, Mail.ru Group Limited and Mitsui & Co., Ltd., and QIWI plc. (incorporated by

Palmway Holdings Limited, Antana International Corporation, Andrey N. Romanenko, Dargle International Limited, Igor N.

(d)(2)

Form of Amended and Restated Registration Rights Agreement among Saldivar Investments Limited, Sergey A. Solonin,

1/A, File No. 333-187579, filed on April 19, 2013).

Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to QIWI plc’s Registration Statement on Form F-

(d)(1)

Form of Deposit Agreement among the Registrant, the Depositary and Owners and Beneficial Owners of the American

(b)

Not Applicable.

(a)(5)(B)

Press Release of the Company, dated July 8, 2022\*

(a)(5)(A)

Summary Advertisement, dated July 7, 2022\*\*

(a)(4)

Not Applicable.

(a)(3)

Not Applicable.

(a)(2)

Not Applicable.

(a)(1)(B)

Letter of Transmittal (including IRS Form W-9).\*\*

(a)(1)(A)

Offer to Purchase, dated July 7, 2022.\*\*

Exhibit

EXHIBIT INDEX

ir@qiwi.com

+357.25028091

Investor Relations

Contact

For more information, visit investor.qiwi.com.

traded on the NASDAQ and Moscow Exchange (ticker: QIWI).

For the FY 2021 QIWI had revenue of RUB 41.1 billion and an Adjusted EBITDA of RUB 13.2 billion. QIWI's American depositary shares are

businesses with digital factoring, bank guarantees and other financial solutions for SMEs.

infrastructure and highly customizable, sophisticated payment solutions to serve their business or personal needs. Our ROWI brand serves

pay for goods and services or transfer money across virtual or physical environments interchangeably, as well as employ QIWI’s open API

points across the globe. Our customers and partners can use cash, stored value, prepaid cards and other electronic payment methods in order to

payments through our network. The Company’s money remittance payment platform connects businesses and people via thousands of service

financial services for retail customers and B2B partners. Millions of consumers and partners may receive and transmit cash and electronic

QIWI has an integrated proprietary network that enables payment services across online, mobile and physical channels and provides access to

financial products for SME, Flocktory services in marketing automation and advertising technologies, and several other startups.

directions: QIWI payment and financial services ecosystem for merchants and B2C clients across digital use-cases, ROWI digital structured

QIWI is a leading provider of cutting-edge payment and financial services in Russia and the CIS. We offer a wide range of products under several

our clients providing unique financial and technological solutions to make the impossible accessible and simple.

For over 20 years we stood at the fore point of fintech innovations to facilitate and secure digitalization of payments. Our mission is to connect

About QIWI plc.

email at QIWI@allianceadvisors.com

For additional information, please contact Alliance Advisors, LLC, the Information Agent for the Offer by phone toll-free at 877-587-1963, or by

The Information Agent for the Offer and contact details

Services Company on the U.S. Securities Exchange Commission’s EDGAR disclosure system, which can be found at www.sec.gov.

For full details of the Offer and the documentation related thereto, please refer to the Schedule TO-I, dated July 7, 2022, filed by Dalliance

the Offer, as so extended shall expire.

by the period of time during which the Offer will remain open, in which event the expiration time shall refer to the latest time and date at which

The Offer expires at 12:00 midnight, New York City time, at the end of the day on August 3, 2022, unless the Offeror decided to extend the Offer

directors have not expressed any position on the Offer.

QIWI is not selling or buying any shares in the offering and will not spend or receive any funds from the offering. The Company and its Board of

ADSs) at a purchase price not less than $2.20 and not greater than $2.70 per Share (the “Offer”).

purchase for cash of up to $25.0 million in value of the Company’s Class B ordinary shares (including Class B ordinary shares represented by

owned by Mr. Sergey Solonin, the Company’s largest shareholder and Chairman of the Company’s Board of directors, has launched an offer to

payment and financial services in Russia and the CIS, today announced that on July 7, 2022, Dalliance Services Company, a company wholly

NICOSIA, CYPRUS – July 8, 2022 – QIWI plc (NASDAQ and MOEX: QIWI) (“QIWI” or the “Company”), a leading provider of cutting-edge

QIWI Announces Offer to Purchase for Cash Arranged by the Controlling Shareholder

Exhibit (a)(5)(B)

Offeror on July 7, 2022.

$92.70 per $1,000,000 of the value of the transaction. The fee of $2,317.50 was paid in connection with the filing of the Schedule TO by the

(2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934, as amended, equals

aggregate value of Class B ordinary shares of QIWI PLC.

(1) Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase for not more than $25.0 million in

Net Fee Due

$

0.00

Total Fee Offsets

$

-

(2)

Total Fees Previously Paid

$

2,317.50

(2)

Total Fees Due for Filing

$

2,317.50

(1)

Total Transaction Valuation

$

25,000,000

(1)

(2)

Fees Previously Paid

$

25,000,000

$

2,317.50

Fees to Be Paid

$

-

0.0000927

$

-

Transaction Valuation

Fee Rate

Amount of Filing Fee

Table 1: Transaction Valuation

(Name of Filing Person (Offeror))

Dalliance Services Company

(Name of Issuer)

QIWI PLC

(Form Type)

Schedule TO-I

Calculation of Filing Fee Tables

Exhibit 107