

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 1)
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))

Dalliance Services Company
(Names of Filing Persons (Offeror))

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

74735M108
(CUSIP Number of Class of Securities)

Natallia Makarava
5, Dimitraki Christodoulou
3rd Floor
Flat/Office 303
P.C. 1035, Nicosia, Cyprus
(520) 524-4926

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

Copies to:

Curtis L. Mo, Esq.
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☐ Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes 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. ☐

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

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Issuer Tender Offer Statement on Schedule TO originally filed on July 7, 2022 (the “Schedule TO”) relating to the offer by Dalliance Services Company, a corporation incorporated under the laws of the Marshall Islands (the “Offeror”), and wholly owned by Sergey Solonin, the largest shareholder and chairman of the board of directors 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 Company’s Class B ordinary shares having a nominal value EUR 0.0005 per share (each, a “Share,” and collectively, the “Shares”) and the Company’s Shares represented by American Depositary Shares, each representing a Share (each an “ADS” and collectively, the “ADSs”) of the 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 any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated 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 (the “Letter of Transmittal” and, together with the Offer to Purchase, as they may be amended and supplemented from time to time, the “Offer”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(B).

Only those items amended or supplemented are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information

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

“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 this Schedule TO and is incorporated herein by reference.”

Item 12. Exhibits

Exhibit	
(a)(1)(A)	Offer to Purchase, dated July 7, 2022.**
(a)(1)(B)	Letter of Transmittal (including IRS Form W-9).**
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)	Summary Advertisement, dated July 7, 2022.**
(a)(5)(B)	Press Release of the Company, dated July 8, 2022*
(d)(1)	Form of Deposit Agreement among the Registrant, the Depositary and Owners and Beneficial Owners of the American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to QIWI plc’s Registration Statement on Form F-1/A, File No. 333-187579, filed on April 19, 2013).
(d)(2)	Form of Amended and Restated Registration Rights Agreement among Saldivar Investments Limited, Sergey A. Solonin, Palmway Holdings Limited, Antana International Corporation, Andrey N. Romanenko, Dargle International Limited, Igor N. Mikhailov, Bralvo Limited, E1 Limited, Mail.ru Group Limited and Mitsui & Co., Ltd., and QIWI plc. (incorporated by reference to Exhibit 4.5 to QIWI plc’s Registration Statement on Form F-1, File No. 333-191221, filed on September 30, 2013).
(d)(3)	Form of Amended and Restated Registration Rights Agreement among QIWI plc and Public Joint-Stock Company «Bank Otkritie Financial Corporation» and (incorporated by reference to Exhibit 4.4 to QIWI plc’s Registration Statement on Form F-3, File No. 333-235239, filed on November 25, 2019).
(d)(4)	The agreement for the transfer of the ownership of the shares related to the project “Tochka” (incorporated by reference to Exhibit 4.3 to QIWI plc’s Annual Report on Form 20-F, filed on April 29, 2022).
(g)	Not Applicable.
(h)	Not Applicable.
107	Filing Fee Table*
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*	Filed herewith
**	Previously filed

Item 13. Information required by Schedule 13E-3

Not applicable.

SIGNATURE

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 and correct.

DALLIANCE SERVICES COMPANY.

By: /s/ Natallia Makarava
Name: Natallia Makarava
Title: Director

Dated: July 8, 2022

EXHIBIT INDEX

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(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)	Summary Advertisement, dated July 7, 2022**
(a)(5)(B)	Press Release of the Company, dated July 8, 2022*
(b)	Not Applicable.
(d)(1)	Form of Deposit Agreement among the Registrant, the Depositary and Owners and Beneficial Owners of the American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to QIWI plc’s Registration Statement on Form F-1/A, File No. 333-187579, filed on April 19, 2013).
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(g)	Not Applicable.
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107	Filing Fee Table*

* Filed herewith
** Previously filed



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

NICOSIA, CYPRUS – July 8, 2022 – QIWI plc (NASDAQ and MOEX: QIWI) (“QIWI” or the “Company”), a leading provider of cutting-edge payment and financial services in Russia and the CIS, today announced that on July 7, 2022, Dalliance Services Company, a company wholly owned by Mr. Sergey Solonin, the Company’s largest shareholder and Chairman of the Company’s Board of directors, has launched an offer to 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 ADSs) at a purchase price not less than \$2.20 and not greater than \$2.70 per Share (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 directors have not expressed any position on the Offer.

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 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, as so extended shall expire.

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

The Information Agent for the Offer and contact details

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

About QIWI plc.

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

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 directions: QIWI payment and financial services ecosystem for merchants and B2C clients across digital use-cases, ROWI digital structured financial products for SME, Flocktory services in marketing automation and advertising technologies, and several other startups.

QIWI has an integrated proprietary network that enables payment services across online, mobile and physical channels and provides access to financial services for retail customers and B2B partners. Millions of consumers and partners may receive and transmit cash and electronic payments through our network. The Company’s money remittance payment platform connects businesses and people via thousands of service points across the globe. Our customers and partners can use cash, stored value, prepaid cards and other electronic payment methods in order to pay for goods and services or transfer money across virtual or physical environments interchangeably, as well as employ QIWI’s open API infrastructure and highly customizable, sophisticated payment solutions to serve their business or personal needs. Our ROWI brand serves businesses with digital factoring, bank guarantees and other financial solutions for SMEs.

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

For more information, visit investor.qiwi.com.

Contact

Investor Relations

+357.25028091

ir@qiwi.com

Calculation of Filing Fee Tables

Schedule TO-I
(Form Type)

QIWI PLC
(Name of Issuer)

Dalliance Services Company
(Name of Filing Person (Offeror))

Table 1: Transaction Valuation

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	\$ -	0.0000927	\$ -
Fees Previously Paid	\$ 25,000,000 ⁽¹⁾		\$ 2,317.50 ⁽²⁾
Total Transaction Valuation	\$ 25,000,000 ⁽¹⁾		
Total Fees Due for Filing			\$ 2,317.50 ⁽²⁾
Total Fees Previously Paid			\$ 2,317.50 ⁽²⁾
Total Fee Offsets			\$ -
Net Fee Due			\$ 0.00

(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 aggregate value of Class B ordinary shares of QIWI PLC.

(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 \$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 Offeror on July 7, 2022.