

**UNITED STATES
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

(Amendment No. 2)

QIWI plc

(Name of Subject Company (Issuer))

Otkritie Holding JSC

and

Otkritie Investments Cyprus Limited

(Names of Filing Persons (Offerors))

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 American Depositary Shares)

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 102C,
3101, Limassol, Cyprus
Attention: Kristina Khakhulina
Telephone: +357 25 02 81 52

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

With 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*	Amount Of Filing Fee**
\$694,239,084	\$80,462.31

* Estimated solely for purposes of calculating the filing fee. The transaction valuation was calculated based on 24,794,253 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 rights to one Class B Share) (the " *ADSS* ") of QIWI plc (" *QIWI* "), multiplied by the offer price of \$28.00 per Class B Share or ADS . The calculation of the filing fee is based on publicly available information as of June 15, 2017.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2016, issued August 31, 2016 by multiplying the transaction value by .0001159.

☐ 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: \$80,462.31
Form or Registration No.: Schedule TO

Filing Party: Otkritie Investments Cyprus Limited
Date Filed: June 16, 2017

☐ 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: ☐

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. 2 (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO (the "**Schedule TO**"), filed by Otkritie Holding JSC, a joint stock company organized under the laws of the Russian Federation ("**Parent**") and Otkritie Investments Cyprus Limited, a company organized under the laws of the Republic of Cyprus and an indirect, wholly-owned subsidiary of Parent ("**Purchaser**" and, together with Parent, the "**Offerors**") with the Securities and Exchange Commission (the "**SEC**") on June 16, 2017, as amended by Amendment No. 1 filed on June 30, 2017, and relates to the offer (the "**Offer**") by 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, a company incorporated under the laws of the Republic of Cyprus (such maximum number of Securities the Offerors seek to acquire in the Offer, when added to the Securities already held by the Offerors and their affiliates, would constitute 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 in QIWI's Form 20-F) 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, upon the terms and subject to the conditions set forth in the offer to purchase dated June 16, 2017 (the "**Offer to Purchase**") and the related Form of Acceptance or Letter of Transmittal, as applicable (together with any amendments or supplements hereto and thereto). The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated in this Schedule TO by reference in response to Items 1 through 11 of this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Offer to Purchase. Except to the extent specifically provided in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

Items 1 through 11.

The Offer to Purchase and Items 1 through 11 of the Schedule TO, to the extent such items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following text thereto:

"The Offer expired at 12:00 midnight New York City time, on Friday, July 14, 2017. The Offer was conditioned on at least 20,286,207 Class B Shares (including Class B shares represented by ADSs) being validly tendered and not properly withdrawn prior to the expiration of the Offer (the "Minimum Condition"). As of the expiration of the Offer, 857,702 Class B Shares and 11,680,554 ADSs had been validly tendered pursuant to the Offer and not properly withdrawn. As a result, the Minimum Condition was not satisfied and the Offerors have terminated the Offer and, accordingly, none of the Class B shares or ADSs tendered were purchased by the Offerors in the Offer. The Offerors have instructed the Receiving Agent to promptly return all previously tendered and not withdrawn Securities to their respective holders.

Given that the Minimum Condition was not satisfied and the Offer has been terminated, the Offerors intend to continue to review their investment in QIWI and may, at any time, acquire additional Securities in the open market or in privately negotiated transactions, with or without prior notice.

On July 17, 2017, the Offerors issued a press release announcing the termination of the Offer. The full text of the press release is attached as Exhibit (a)(5)(i) to the Schedule TO and is incorporated herein by reference."

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(5)(i)	Press Release, dated July 17, 2017

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.

Date: July 17, 2017

Otkritie Holding JSC

By: /s/ Alexander Tarabrin

Name: Alexander Tarabrin

Title: General Counsel

Otkritie Investments Cyprus Limited

By: /s/ Kristina Khakhulina

Name: Kristina Khakhulina

Title: Director

Otkritie Holding JSC and Otkritie Investments Cyprus Limited Announces Termination of Tender Offer for up to a Total of 24,794,253 Outstanding Class B Shares and ADSs of QIWI plc and Return of Tendered Class B Shares and ADSs

Moscow, Russia, July 17, 2017 – Otkritie Holding JSC and Otkritie Investments Cyprus Limited (collectively, the “Offerors”) today announced that the tender offer (the “Offer”) by the Offerors to purchase up to 24,794,253 Class B ordinary shares (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 (“QIWI”) at \$28.00 per Class B Share or ADS in cash has been terminated.

The Offer expired at 12:00 midnight New York City time on July 14, 2017 and was conditioned on at least 20,286,207 Class B Shares (including Class B shares represented by ADSs) being validly tendered and not properly withdrawn prior to the expiration of the Offer (the “Minimum Condition”).

ComputerShare Trust Company N.A., the Receiving Agent for the Offer, has advised the Offerors that as of 12:00 midnight New York City time, on July 14, 2017, 857,702 Class B Shares and 11,680,554 ADSs had been validly tendered pursuant to the Offer and not properly withdrawn. As a result, the Minimum Condition was not satisfied and, accordingly, none of the Class B shares or ADSs tendered were purchased by the Offerors in the Offer. The Offerors have instructed the Receiving Agent to promptly return all previously tendered and not withdrawn Securities to their respective holders in accordance with the terms and conditions described in the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on June 16, 2017, as subsequently amended by Amendment No. 1 filed on June 30, 2017 (“Schedule TO”).

About Otkritie Holding JSC and Otkritie Investments Cyprus Limited

Otkritie Holding JSC, together with its subsidiaries, provides a range of banking, investment, pension plan, and insurance solutions to retail, corporate, and institutional clients primarily in Russia. It operates through Corporate Business, Small and Medium Business, Retail Business, Financial Markets, and Other segments. The company offers various deposits, consumer lending, car lending, mortgage lending, corporate lending, and loans to small and medium-sized businesses; and credit and debit cards, accounts and cash management services, and foreign exchange services, as well as brokerage and payment services. It is also involved in dealing in shares, bonds, Eurobonds, foreign currencies, and precious metals; and operations on the money markets, repurchase transactions, operations with derivative financial instruments, issuing debt securities, and the provision of other investment banking services. In addition, the company provides asset management, investment banking, and online banking services. It operates in 65 regions through 530 client offices and 3,200 ATMs. Otkritie Holding JSC is incorporated and headquartered in Moscow, Russia. For more information, please visit Otkritie Holding JSC's website at openholding.ru/en.

Otkritie Investments Cyprus Limited is a Cyprus incorporated and headquartered investment firm. Founded in 2012, it is an indirect, wholly-owned subsidiary of Otkritie Holding JSC. Its main activity is to apply its expertise and experience across challenging investment projects throughout Russia and the world. For more information, please visit Otkritie Investments Cyprus Limited's website at www.oicyprus.com.

Contact Information

Investors:
Innisfree M&A Incorporated
Scott Winter / Jonathan Salzberger
Class B Shareholders or ADS Holders Call Toll-Free: (888) 750-5834
Bankers and Brokers Call Collect: (212) 750-5833

Additional Information and Where to Find It

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. Otkritie Holding JSC and Otkritie Investments Cyprus Limited (collectively, the "Offerors") filed a Tender Offer Statement on Schedule TO with the United States Securities and Exchange Commission ("SEC") on June 16, 2017, as amended by Amendment No. 1 filed on June 30, 2017, relating to the offer (the "Offer") by 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"), of QIWI plc ("QIWI"). QIWI filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC on June 30, 2017 related to the Offer.

The Tender Offer Statement (including an Offer to Purchase, a related Form of Acceptance for Class B Shares, a related Letter of Transmittal for ADSS and other tender offer documents) and the Solicitation/Recommendation Statement contain important information that should be read carefully before any decision is made with respect to the Offer. Those materials will be made available to QIWI's shareholders at no expense to them by Innisfree M&A Incorporated, the Information Agent, by contacting Innisfree M&A Incorporated at (212) 750-5833 (collect) or (888) 750-5834 (toll free). In addition, all of those materials (and all other offer documents filed with the SEC) are available at no charge on the SEC's website at www.sec.gov.

Forward Looking Statements

This press release contains forward-looking statements regarding Otkritie Holding JSC, Otkritie Investments Cyprus Limited and QIWI plc, and the consummation of the tender offer for QIWI's common stock and benefits thereof. These forward-looking statements are based on each of the companies' current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, including those in QIWI's Form 20-F for the year ended March 22, 2017, which is filed with the SEC and future filings and reports by either the Offerors or QIWI. Neither the Offerors nor QIWI undertakes any duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in its expectations.
