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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

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QIWI PLC

(Name of Subject Company (Issuer))

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Dalliance Services Company

(Name of Filing Persons (Offeror))

wholly owned by

Sergey Solonin

(Name of Filing Persons (Affiliate of Offeror))

Class B ordinary shares, having a nominal value EUR 0.0005 per share

(Title of Class of Securities)

N/A

(CUSIP Number of Class of Securities)

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
+357 22 032793**

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

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Copies to:

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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)

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This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 19, 2022, as amended on August 8, 2022 and August 17, 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 controlling shareholder and chairman of the board of directors of QIWI PLC, a company formed under the laws of Cyprus (the “Company”), to the stockholders of the Company to tender up to 10,000,000 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”) at a price of \$2.50 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 19, 2022 (together with any amendments or supplements thereto, the “Offer to Purchase”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(A), and in the related letter of transmittal (together with any amendments or supplements thereto, the “Letter of Transmittal”), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(B), in each case as they may be amended and supplemented from time to time (collectively, the “Offer”).

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. This Amendment should be read together with the Schedule TO. All capitalized terms used in this Amendment and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

Items 1 through 9 and Item 11.

The Offer to Purchase and Items 1 through 9 and Item 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 as set forth below:

On August 26, 2022, the Offeror announced an extension of the Expiration Time until 12:00 midnight, New York City time, on September 2, 2022, unless further extended in accordance with the applicable rules and regulations of the SEC. The Offer was previously scheduled to expire 12:00 midnight, New York City time, on August 26, 2022.

The Depositary and Paying Agent has advised the Offeror that, as of 6:00 PM, New York City time, on August 25, 2022, 2,627,385 shares of QIWI have been tendered pursuant to the Offer.

The Offeror and Mr. Solonin expect the Offer will be consummated promptly following the Expiration Time (as hereby extended).

The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(C).

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

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Name: Natallia Makarava

Title: Director

SERGEY SOLONIN

/s/ Sergey Solonin

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Dated: August 26, 2022

EXHIBIT INDEX

Exhibit

(a)(1)(

A) [Offer to Purchase, dated July 19, 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 19, 2022*](#)

(a)(5)(

B) [Press Release, dated August 8, 2022**](#)

(a)(5)(

C) [Press Release, dated August 26, 2022***](#)

(b) Not Applicable.

(d)(1) [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. \(incorporated by reference to Exhibit 4.5 to QIWI plc's Registration Statement on Form F-1, File No. 333-191221, filed on September 30, 2013\).](#)

(g) Not Applicable.

(h) Not Applicable.

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[Filing Fee Table*](#)

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* Previously filed on July 19, 2022 as an exhibit to the Schedule TO.

** Previously filed on August 8, 2022 as an exhibit to the Schedule TO.

*** Filed herewith.