
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))

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)

Copies to:

**Curtis L. Mo, Esq.
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East Palo Alto, California
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(650) 833-2000**

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 Tender Offer Statement on Schedule TO (together with any amendments or supplements thereto, this "Schedule TO") is being filed by Dalliance Services Company, a corporation incorporated under the laws of the Marshall Islands (the "Offeror"), and 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"). This Schedule TO relates to the offer by the Offeror, wholly owned by Sergey Solonin, 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 hereto 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 hereto as Exhibit (a)(1)(B), in each case as they may be amended and supplemented from time to time (collectively, the "Offer").

This Schedule TO and the exhibits hereto are being filed in connection with the previously filed Issuer Tender Offer Statement on Schedule TO, filed on July 7, 2022, and amended on July 8, 2022 (as amended, the "Previous Schedule TO"), relating to the offer to purchase \$25.0 million in value of the Shares and ADSs of the Company at price of not less than \$2.20 and not greater than \$2.70 per Share (the "Previous Offer") pursuant to the terms of an offer to purchase, dated July 7, 2022, and filed as an exhibit to the Previous Schedule TO (the "Previous Offer to Purchase"), to revise the Previous Offer and the terms set forth in the Previous Offer to Purchase, and conduct the Offer on the terms set forth in the Offer to Purchase as a third-party tender offer subject to Regulation 14D and 14E promulgated under the Securities Exchange Act of 1934 (as amended, the "Exchange Act"), rather than an issuer tender offer subject to Rule 13e-4 promulgated under the Exchange Act. Any Shares or ADSs tendered in connection with the Previous Offer will be returned and will need to be tendered pursuant to the terms of the Offer as set forth in the Offer to Purchase. As of the date of this Schedule TO, the depository for the Previous Offer has no record or indication that any Shares or ADSs have been tendered pursuant to the Previous Offer.

All information in the Offer to Purchase and the related Letter of Transmittal hereby is expressly incorporated by reference in answer to all items in this Schedule TO, and as more particularly set forth below.

Item 1. Summary Term Sheet

The information set forth under "Summary Term Sheet" in the Offer to Purchase is incorporated herein by reference.

Item 2. Subject Company Information

(a) Name and address. The name of the subject company and the issuer of the securities to which this Schedule TO relates is QIWI PLC, a company formed under the laws of Cyprus, and the address of its principal executive office is Kennedy 12, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus. The telephone number at such principal executive office is 357 2265-3390.

(b) Securities. The information set forth in the Offer to Purchase under the section captioned "Introduction" and Section 2 ("Purpose of the Offer; Certain Effects of the Offer") is incorporated herein by reference.

(c) Trading market and price. The information set forth in the Offer to Purchase under Section 8 ("Price Range of the Shares; Dividends") is incorporated herein by reference.

Item 3. Identity and Background of Filing Persons

(a) Name and address. This Schedule TO is filed by Dalliance Services Company, a corporation incorporated under the laws of the Marshall Islands, and Sergey Solonin, the Company's largest shareholder and chairman of the Company's board of directors. The Offeror is wholly owned by Mr. Solonin. The

Offeror's address is 5, Dimitraki Christodoulou, 3rd Floor, Flat/Office 303, P.C. 1035, Nicosia, Cyprus and telephone number is +357 22 032793. Mr. Solonin's business address is Kennedy 12, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus and business telephone number is +357 22 032793. The information set forth in the Offer to Purchase under Section 15 ("Certain Information Concerning the Offeror and Mr. Solonin") is incorporated herein by reference.

(b) Business and background of entities. The information set forth in the Offer to Purchase under Section 15 ("Certain Information Concerning the Offeror and Mr. Solonin") is incorporated herein by reference.

(c) Business and background of natural persons. The information set forth in the Offer to Purchase under Section 15 ("Certain Information Concerning the Offeror and Mr. Solonin") is incorporated herein by reference.

Item 4. Terms of the Transaction

(a) Material terms. The following sections of the Offer to Purchase contain a description of the material terms of the transaction and are incorporated herein by reference:

- "Summary Term Sheet";
- Section 1 ("Terms of the Offer; Proration");
- Section 2 ("Purpose of the Offer; Certain Effects of the Offer");
- Section 3 ("Procedures for Tendering Shares");
- Section 4 ("Withdrawal Rights");
- Section 5 ("Purchase of Shares and Payment of Purchase Price");
- Section 6 ("Conditional Tender of Shares; Guaranteed Delivery");
- Section 7 ("Conditions of the Offer");
- Section 9 ("Source and Amount of Funds");
- Section 11 ("Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares");
- Section 12 ("Effects of the Offer on the Market for Shares; Registration under the Exchange Act");
- Section 14 ("Material U.S. Federal Income Tax Consequences");
- Section 16 ("Fees and Expenses"); and
- Section 17 ("Miscellaneous").

Item 5. Past Contacts, Transactions, Negotiations and Agreements

(a) Transactions. The information set forth in the Offer to Purchase under Section 15 ("Certain Information Concerning the Offeror and Mr. Solonin") is incorporated herein by reference.

(b) Significant Corporate Events. The information set forth in the Offer to Purchase under Section 15 ("Certain Information Concerning the Offeror and Mr. Solonin") is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals

(a) Purposes. The information set forth in the Offer to Purchase under the section captioned "Summary Term Sheet" and Section 2 ("Purpose of the Offer; Certain Effects of the Offer") is incorporated herein by reference.

(c) Plans. The information set forth in the Offer to Purchase under the section captioned "Summary Term Sheet" and Section 2 ("Purpose of the Offer; Certain Effects of the Offer") is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration

(a) Source of funds. The information set forth in the Offer to Purchase under Section 9 (“Source and Amount of Funds”) is incorporated herein by reference.

(b) Conditions. The information set forth in the Offer to Purchase under Section 1 (“Terms of the Offer; Proration”), Section 7 (“Conditions of the Offer”) and Section 9 (“Source and Amount of Funds”) is incorporated herein by reference. The Offeror has no alternative financing arrangements or financing plans with respect to the Offer.

(d) Borrowed funds. No part of the funds or other consideration required for the Offer is, or is expected, to be borrowed, directly or indirectly, for the purpose of the Offer.

Item 8. Interest in Securities of the Subject Company

(a) Securities ownership. The information set forth in the Offer to Purchase under Section 11 (“Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”) is incorporated herein by reference.

(b) Securities transactions. The information set forth in the Offer to Purchase under Section 11 (“Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”) is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used

(a) Solicitations or recommendations. The information set forth in the Offer to Purchase under Section 16 (“Fees and Expenses”) is incorporated herein by reference.

Item 10. Financial Statements

(a)-(b) The historical financial statements and pro forma financial information of the Offeror and of Mr. Solonin are not material to the Offer because (a) the consideration offered consists solely of cash; (b) the Offer is not subject to any financing condition; (c) cash requirements will be funded from Mr. Solonin’s available cash on hand; and (d) Mr. Solonin is already the dominant or controlling shareholder with 66.6% of the voting power of the Company, which will only increase to 73.0% of the voting power of the Company following the completion of the Offer. See Section 7 (“Conditions of the Offer”) and Section 9 (“Source and Amount of Funds”) in the Offer to Purchase, which are incorporated herein by reference.

Item 11. Additional Information

(a) Agreements, regulatory requirements and legal proceedings. The information set forth in the Offer to Purchase under Section 10 (“Certain Information Concerning QIWI PLC”), Section 11 (“Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”), Section 12 (“Effects of the Offer on the Market for Shares; Registration under the Exchange Act”) and Section 13 (“Legal Matters; Regulatory Approvals”) is incorporated herein by reference.

(c) Other material information. The information set forth in the Offer to Purchase and the related Letter of Transmittal, as each may be amended or supplemented from time to time, is incorporated herein by reference.

Item 12. ExhibitsExhibit

- (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.

<u>Exhibit</u>	
(a)(4)	Not Applicable.
(a)(5)(A)	Summary Advertisement, dated July 19, 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, El 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.
107	Filing Fee Table

* Filed herewith

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

SERGEY SOLONIN

/s/ Sergey Solonin

Dated: July 19, 2022

EXHIBIT INDEX

<u>Exhibit</u>	
(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*
(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.
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