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BG Yandex N.V. 20110223 6-K 1 tm2430552d1\_6k.htm FORM 6-K Â Â Â UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION Washington, D.C. 20549 Â FORMÂ 6-K Â Report of Foreign Private Issuer Pursuant to  
RuleÂ 13a-16 or 15d-16 of the Securities Exchange Act of 1934 Â DecemberÂ 12, 2024 Â NEBIUS GROUP N.V. Â  
Schiphol Boulevard 165 1118 BG, Schiphol, the Netherlands. Tel: +31 202 066 970 (Address,Â Including ZIP Code, and  
Telephone Number, Including Area Code, of Registrantâ€™s Principal Executive Offices) Â Indicate by check mark  
whether the registrant files or will file annual reports under cover of FormÂ 20-F or FormÂ 40-F. Â FormÂ 20-F xÂ Â  
Â Â FormÂ 40-F ÂÂ Â Â Â Â Â As previously announced, on DecemberÂ 2, 2024, Nebius Group N.V. (the  
â€œCompanyâ€) entered into share purchase agreements (the â€œShare Purchase Agreementsâ€) with the investors  
named therein (the â€œPurchasersâ€), for the private placement (the â€œPrivate Placementâ€) of an aggregate of  
33,333,334 ClassÂ A ordinary shares (the â€œSharesâ€), nominal value â¬0.01 per share (the â€œClassÂ A Sharesâ€),  
at a purchase price of \$21.00 per ClassÂ A Share. The Private Placement transaction closed on DecemberÂ 12, 2024,  
and the Shares were delivered to the Purchasers from the Companyâ€™s treasury reserve. The aggregate gross  
proceeds to the Company are approximately \$700 million, before deducting offering expenses. The Company intends to  
use the net proceeds from the Private Placement to support its previously announced plans to further build out its full-  
stack AI infrastructure â€“ including large-scale GPU clusters, cloud platforms and tools and services for developers  
â€“ for AI pioneers globally. Â Following the closing of the Private Placement, the Company has 235,454,418 ordinary  
shares outstanding, consisting of 199,755,744 ClassÂ A shares and 35,698,674 ClassÂ B shares. The Company also has  
an additional 126,586,526 ClassÂ A shares issued and held in treasury. Â The Private Placement was exempt from the  
registration requirements of the Securities Act pursuant to the exemption for transactions by an issuer not involving  
any public offering under SectionÂ 4(a)(2)Â of the Securities Act and RuleÂ 506 of Regulation D of the Securities Act  
and in reliance on similar exemptions under applicable state laws. Each Purchaser represented that it is an accredited  
investor within the meaning of RuleÂ 501(a)Â of Regulation D and is acquiring the Shares as principal for its own  
account and not with a view to or for distributing or reselling the ClassÂ A Shares. The ClassÂ A Shares were offered  
without any general solicitation by the Company or its representatives. The ClassÂ A Shares sold and issued in the  
Private Placement have not been registered under the Securities Act or any state securities laws and may not be offered  
or sold in the United States absent registration with the SEC or an applicable exemption from the registration  
requirements of the Securities Act. Â Â Â SIGNATURES Â Pursuant to the requirements of the Securities  
Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned,  
thereunto duly authorized. Â Â NEBIUS GROUP N.V. Â Â Â Date: DecemberÂ 12, 2024 By: /s/ Ophir Nave Â Â Ophir  
Nave Â Â Executive Director and Chief Operating Officer Â Â Â