

0001104659-24-1278446-K Nebius Group N.V. 2024121220241212085013085013085013 0 0001104659-24-127844 6-K 1 20241212 20241212 20241212 Nebius Group N.V. 0001513845 7370 000000000 P7 6-K 34 001-35173 241543342 SCHIPHOL BOULEVARD 165 SCHIPHOL P7 1118 BG 31202066970 SCHIPHOL BOULEVARD 165 SCHIPHOL P7 1118 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 FormÂ 40-F Â Â Â Â Â Â Â As previously announced, on DecemberÂ 2, 2024, Nebius Group N.V. (the ÂœCompanyÂ€) entered into share purchase agreements (the ÂœShare Purchase AgreementsÂ€) with the investors named therein (the ÂœPurchasersÂ€), for the private placement (the ÂœPrivate PlacementÂ€) of an aggregate of 33,333,334 ClassÂ A ordinary shares (the ÂœSharesÂ€), nominal value â‚¬0.01 per share (the ÂœClassÂ 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 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