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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

May 6, 2014

**YANDEX N.V.**

**Laan Copes van Cattenburch 52  
The Hague, the Netherlands, 2585 GB. Tel: +31-70-3454700**  
(Address, Including ZIP Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Furnished as Exhibits to this Report on Form 6-K are the following:

- Notice of the 2014 Annual General Meeting of Shareholders of Yandex N.V. dated May 6, 2014
- Agenda and Explanatory Notes for the Annual General Meeting
- A press release dated May 6, 2014 regarding director nominations

**SIGNATURES**

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.

**YANDEX N.V.**

Date: May 6, 2014

By: /S/ ALEXANDER SHULGIN  
Alexander Shulgin  
Chief Financial Officer

**INDEX TO EXHIBITS**

- 99.1 Notice of Annual General Meeting of Shareholders of Yandex N.V. dated May 6, 2014
- 99.2 Agenda and Explanatory Notes for the Annual General Meeting
- 99.3 Press release dated May 6, 2014 regarding director nominations



Schiphol Boulevard 165  
1118 BG Schiphol  
The Netherlands

To: Shareholders of Yandex N.V.

From: Board of Directors

Date: May 6, 2014

Notice of Annual General Meeting of Shareholders of Yandex N.V.

We hereby inform you that Yandex N.V. (the "Company") will hold its Annual General Meeting of Shareholders ("AGM") on **Wednesday, May 21, 2014, beginning at 09.00 A.M. local time** at the **Conservatorium Hotel**, Van Baerlestraat 27, Amsterdam (1071 AN), The Netherlands.

Enclosed with this notice you will find a Power of Attorney / Proxy to authorize company representatives to vote your shares at the AGM.

The following agenda items are scheduled for the AGM:

Introductory remarks.

1. Approval of 2013 annual statutory accounts of the Company. (decision)
  2. Addition of 2013 profits of the Company to retained earnings. (decision)
  3. Discharge of the members of the Board of Directors for their liability towards the Company for their management during the 2013 financial year. (decision)
  4. Appointment of Herman Gref as a non-executive member of the Board of Directors, for a three-year term. (decision)
  5. Re-appointment of Arkady Volozh as an executive member of the Board of Directors, for a three-year term. (decision)
  6. Re-appointment of Alfred Fenaughty as a non-executive member of the Board of Directors, for a three-year term. (decision)
  7. Re-appointment of Elena Ivashenseva as a non-executive member of the Board of Directors, for a three-year term. (decision)
  8. Re-appointment of Rogier Rijnja as a non-executive member of the Board of Directors, for a two-year term. (decision)
  9. Cancellation of outstanding Class C Shares. (decision)
  10. Amendment of the Company's Articles of Association to reduce the number of authorized shares and to authorize Mr. Alex de Cuba, legal counsel at Yandex N.V., and each of the lawyers, notaries and tax advisers of Van Doorne N.V., acting individually, to sign the notarial deed of amendment of the Articles of Association on behalf of Yandex N.V. (decision)
  11. Amendment of the Company's Equity Incentive Plan. (decision)
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12. Appointment of the external auditor of the Company for the 2014 financial year. (decision)
13. General authorization of the Board of Directors to issue ordinary shares and preference shares. (decision)
14. General authorization of the Board of Directors to exclude pre-emption rights. (decision)
15. General authorization of the Board of Directors to acquire shares in the Company. (decision)

Any other business.

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**Copies of materials related to the AGM, including this Notice of Meeting, the Agenda and Explanatory Notes, and a copy of our 2013 Annual Report on Form 20-F, are available:**

- **at: <http://www.edocumentview.com/YNDX>**
- **on our website at [http://company.yandex.com/investor\\_relations](http://company.yandex.com/investor_relations)**
- **at the Company's offices (Schiphol Boulevard 165, 1118 BG Schiphol, the Netherlands)**
- **from Investor Relations, tel +7 495 739-7000 or by email: [askir@yandex-team.ru](mailto:askir@yandex-team.ru)**

The deed of amendment of the Articles of Association, the Fourth Amended and Restated Equity Incentive Plan and the Company's audited statutory accounts (which are prepared in accordance with IFRS solely to comply with Dutch law) are each available for inspection by shareholders at the Company's offices at the above address; copies may be requested from Investor Relations.

On April 23, 2014 the total number of Class A Shares outstanding (excluding shares held in treasury) was 250,529,443, with a total of 250,529,443 voting rights; and the total number of Class B Shares was 70,870,411, with a total of 708,704,110 voting rights. Each Class A share carries one vote; each Class B shares carries ten votes. The Class A Shares and Class B Shares will vote together as a single class on all matters at the AGM.

The persons who will be considered as entitled to vote and/or attend the AGM are those persons who on April 23, 2014, after processing of all settlements as of this date (the record date), have these rights and are registered as such in a register designated by the Board. The designated register for the Class A Shares is maintained by the Company's transfer agent and registrar, Computershare Trust Company N.A. The designated register for the Class B Shares is maintained by the Company.

If you would like to attend the AGM and your Class A shares are held by a broker, bank or other nominee, you must bring to the AGM a letter from the nominee confirming your beneficial ownership of such shares. In order to vote your shares at the AGM, you must obtain from the nominee a proxy issued in your name. You must also bring a form of personal identification.

Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the AGM, we hope you will take the time to vote your shares. If you are a shareholder of record, you may vote your Class A shares over the Internet, by telephone or by completing and mailing the enclosed Power of Attorney / Proxy card in the envelope provided. If your shares are held in "street name",

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meaning they are held for your account by a broker or other nominee, you will receive instructions from the broker that you must follow for your shares to be voted.

Many brokers are subject to New York Stock Exchange (“NYSE”) rules. The NYSE rules direct that, if you are the beneficial owner of shares held in “street name” by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instruction. If you do not give instructions to the broker, the broker will be entitled to vote the shares with respect to “discretionary” items but will not be permitted to vote the shares with respect to “non-discretionary” items (those shares are treated as “broker non-votes”). The election of directors is not considered a discretionary item. This means that brokers who have not been furnished voting instructions from their clients will not be authorized to vote in their discretion for the election of directors. We urge you to provide voting instructions to your broker so that your votes may be counted.

Proposal 10 (amendment of Articles of Association) requires the affirmative vote of the holders of two-thirds of the votes cast on the matter. All other matters require the affirmative vote of the holders of an absolute majority of the votes cast. However, if less than 50% of the issued share capital is present or represented by proxy at the AGM, proposals 9 (cancellation of C shares) and 14 (exclusion of pre-emptive rights) will also require the affirmative vote of the holders of two-thirds of the votes cast on the matter. Under our Articles of Association, blank or invalid votes count towards establishing a quorum, but do not count for voting purposes.

Amsterdam, May 6, 2014

The Board of Directors

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**2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Agenda and Explanatory Notes**

Date: May 21, 2014 at 09.00 A.M. local time  
Location: The Conservatorium Hotel  
Van Baerlestraat 27, Amsterdam (1071 AN), The Netherlands

**Opening**

Introductory Remarks

**Approval of 2013 statutory accounts; addition of 2013 profits to retained earnings; discharge of Directors**

1. To approve the annual statutory accounts of Yandex N.V. (the “**Company**”) for the 2013 financial year (prepared in accordance with IFRS in accordance with the Dutch Corporate Governance Code). (Decision)
2. To add the profits of the Company realized in the 2013 financial year to the retained earnings of the Company. (Decision)
3. To discharge the members of the Board of Directors from their liability towards the Company in respect of the management of the Company during the 2013 financial year. (Decision)

**Appointment of new directors**

4. To appoint Herman Gref to serve as a non-executive member of the Board of Directors for a three-year term. (Decision)

**Re-appointment of directors**

5. To re-appoint Arkady Volozh to serve as an executive member of the Board of Directors, for a three-year term. (Decision)
6. To re-appoint Alfred Fenaughty to serve as a non-executive member of the Board of Directors, for a three-year term. (Decision)



7. To re-appoint Elena Ivashenseva to serve as a non-executive member of the Board of Directors, for a three-year term. (Decision)
8. To re-appoint Rogier Rijnja to serve as a non-executive member of the Board of Directors, for a two-year term. (Decision)

**Cancellation of shares**

9. To cancel 25,163,855 outstanding Class C shares, all held by the Company. (Decision)

**Amendment of Articles of Association**

10. To amend the Articles of Association of the Company to reduce the number of authorized shares and to authorize Mr. Alex de Cuba, legal counsel at Yandex N.V., and each of the lawyers, notaries and tax advisers of Van Doorne N.V., acting individually, to sign the notarial deed of amendment of the Articles of Association on behalf of Yandex N.V. (Decision)

**Amendment of Equity Incentive Plan; general authorization of the Board of Directors**

11. To approve, adopt and ratify an amendment and restatement of the Company's 2007 Equity Incentive Plan, and to authorize the Board of Directors to grant equity awards and issue ordinary shares under the Plan, to authorize the Board of Directors to exclude the pre-emptive right of subscription for any equity awards to be granted and ordinary shares to be issued under the Plan and to authorize the Board of Directors to do anything which may be required in connection therewith.

**Appointment of Auditor**

12. To appoint ZAO Deloitte & Touche CIS as auditors of the Company's consolidated financial statements for the 2014 financial year and its Dutch affiliate as external auditors of the Company's statutory annual accounts for the 2014 financial year. (Decision)

**General designations and authorizations of the Board of Directors**

13. To designate the Board of Directors as the competent body to issue from time to time ordinary shares and preference shares up to the respective authorized share capital of the Company for a period of five years from the date of the Annual General Meeting. (Decision)
14. To designate the Board of Directors as the competent body to exclude pre-emptive rights of the existing shareholders in respect of the issue of ordinary shares and preference shares for a period of five years from the date of the Annual General Meeting. (Decision)
15. To authorize the Board of Directors for a period of 18 months to repurchase shares in the capital of the Company up to a maximum of 20% of the issued share capital from time to

time, in the case of Class A shares, against a purchase price equal to the market price on the Nasdaq Global Market of the Class A shares at the time of repurchase. (Decision)

**Other business**

Any other business.

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## Explanatory Notes to the Agenda

### *Opening*

The Chief Executive Officer will look back on 2013, including the Group's financial performance, and will look ahead, explaining the strategy and plans of Yandex for 2014.

*1-3. Approval of 2013 Annual Statutory Accounts of Yandex N.V.; addition of 2013 profits of the Company to retained earnings; discharge of the members of the Board of Directors from their liability towards the Company for management during the 2013 financial year*

These agenda items include proposals to adopt the 2013 Statutory Accounts and to add the profits of the Company realized in the 2013 financial year to the retained earnings of the Company, as well as to discharge the members of the Board of Directors, in accordance with Dutch law, from the liability towards the Company for the performance of their duties in 2013. Such discharge only covers matters that are known to the Company at the 2014 AGM when the resolution to discharge is adopted. Copies of the 2013 Statutory Accounts are available for inspection by shareholders at the registered office of the Company, and can also be obtained from Investor Relations, tel +7 495 739-7000 or by email: askir@yandex-team.ru.

*4. Appointment of Herman Gref as a non-executive member of the Board of Directors*

It is proposed to appoint Herman Gref as a non-executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2014 and running until the annual general meeting to be held in 2017.

Herman Gref, age 50, has served since 2007 as the Chief Executive Officer and Chairman of the Board of Sberbank of Russia, one of the largest commercial banks in Russia. Sberbank is the holder of our priority share and our joint venture partner in our Yandex.Money business. From 2000 to 2007, Mr. Gref was the Minister for Economic Development of the Russian Federation. He previously served in a number government positions at the federal and regional levels in Russia. Mr. Gref received a degree in law from Omsk State University in 1990, a Ph.D. in law from St. Petersburg State University in 1993 and a Ph.D. in economics in 2014. Mr. Gref holds a Citation and Certificate of Honor from the President of the Russian Federation, the Order for Distinguished Service of Grade IV and the Stolypin Medal.

5. *Re-appointment of Arkady Volozh as an executive member of the Board of Directors*

It is proposed to re-appoint Arkady Volozh as an executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2014 and running until the annual general meeting to be held in 2017.

Arkady Volozh, age 50, is the principal founder of Yandex and has been our Chief Executive Officer and a director since 2000. A serial entrepreneur with a background in computer science, Mr. Volozh co-founded several successful IT enterprises, including InfiNet Wireless, a Russian provider of wireless networking technology, and CompTek International, one of the largest distributors of network and telecom equipment in Russia. In 2000, Arkady left his position as CEO at CompTek International to become the CEO of Yandex. Mr. Volozh started working on search in 1989, which led to him establishing Arkadia Company in 1990, a company developing search software. His early achievements in this field include the development of electronic search for use in patents, Russian classical literature and the Bible. Mr. Volozh holds a degree in applied mathematics from the Gubkin Institute of Oil and Gas.

The Board of Directors is pleased that Mr. Volozh is available to continue to serve as a member of the Board of Directors.

6. *Re-appointment of Alfred Fenaughty as a non-executive member of the Board of Directors*

It is proposed to re-appoint Alfred Fenaughty as a non-executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2014 and running until the annual general meeting to be held in 2017.

Alfred Fenaughty, age 88, has been a non-executive director since 2000 and became the Chairman of our board of directors in July 2008. Mr. Fenaughty is a co-founder, chairman of the board of directors and chief executive officer of InfiNet Wireless, a provider of wireless networking technology in Russia, as well as a co-founder and chairman of the board of the Center of Telephony Integration, a supplier of IP telephony systems. From 1993 to 2003, Mr. Fenaughty was a director of CompTek International. From 1965 to 1993, he served as

president and chief executive officer of Information International. Prior to that, Mr. Fenaughty was vice president and general manager of the Western Division of Computer Control. Mr. Fenaughty received a bachelor's degree in engineering from Columbia University in 1946 and a master's degree in electrical engineering in 1947.

The Board of Directors is pleased that Mr. Fenaughty is available to continue to serve as a member of the Board of Directors.

7. *Re-appointment of Elena Ivashentseva as a non-executive member of the Board of Directors*

It is proposed to re-appoint Elena Ivashentseva as a non-executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2014 and running until the annual general meeting to be held in 2017.

Elena Ivashentseva, age 47, has been a non-executive director since 2000. Ms. Ivashentseva is a senior partner at Baring Vostok Capital Partners, a Russian private equity firm. Baring Vostok structured and led the initial investment in Yandex in 2000 by Internet Search Investments Limited (the parent of ru-Net B.V.), in which a Baring Vostok fund was the founder and Baring Vostok funds were, together, the largest shareholder. Since 2000, Ms. Ivashentseva has been responsible for the investment in Yandex on behalf of Internet Search Investments Limited. She is also a member of the board of Avito, Centre for Financial Technologies, Enforta, ER-Telecom, Family Doctor, InfiNet Wireless Ltd., Ivi.ru and Ozon and was previously a member of the board of directors of CTC Media, Inc., a leading NASDAQ listed Russian television broadcaster, and other portfolio companies of Baring Vostok funds. From 1994 to 1998, Ms. Ivashentseva was a director of EPIC Russia, where she led telecom and media investments of the Sector Capital Fund. Ms. Ivashentseva received a master's degree in finance and accounting from the London School of Economics and a diploma with honors in economics from Novosibirsk University. She is a charterholder of the CFA Institute.

The Board of Directors is pleased that Ms. Ivashentseva is available to continue to serve as a member of the Board of Directors.

8. *Re-appointment of Rogier Rijnja as a non-executive member of the Board of Directors*

It is proposed to re-appoint Rogier Rijnja as a non-executive member of the Board of Directors of the Company for a two-year term with effect from May 21, 2014 and running until the annual general meeting to be held in 2016.

Rogier Rijnja, at 51, has been a non-executive director since May 2013. He is an independent consultant, and served as Senior Vice President of Human Resources and a member of the executive committee at D.E Master Blenders, a Dutch public company listed on the Amsterdam Stock Exchange, from 2011 to February 2014. Prior to joining D.E Master Blenders, Mr. Rijnja served as head of the human resources departments at several international companies, including Maxeda (2008 to 2011), Numico N.V. (2004 to 2008) and

Amazon.com (2002 to 2004). He was previously the director of global management development at Reckitt Benckiser PLC from 1998 to 2002, and a human resources manager for Nike Europe from 1996 to 1998. Mr. Rijnja held several positions at Apple between 1989 and 1996 in the Netherlands and the United States. Mr. Rijnja has a degree in law studies from Leiden University in The Netherlands.

The Board of Directors is pleased that Mr. Rijnja is available to continue to serve as a member of the Board of Directors.

9. *Cancellation of outstanding Class C shares*

The Company has issued Class C shares from time to time solely for technical purposes, to facilitate the conversion of its Class B shares into Class A shares. The Company's Class C shares were held by a Conversion Foundation managed by members of the Board of Directors, have been transferred for no consideration to the Company for the purpose of cancellation, and will be cancelled following the AGM.

10. *Amendment to the Company's Articles of Association to reduce the number of authorized shares and to authorize Mr. Alex de Cuba, legal counsel at Yandex N.V., and each of the lawyers, notaries and tax advisers of Van Doorne N.V., acting individually, to sign the notarial deed of amendment of the Articles of Association on behalf of Yandex N.V.*

The Company will propose an amendment to its Articles of Association to reduce the number of authorized shares by (1) 1,000,000,000 Class A shares, (2) 30,244,729 Class B shares, (3) 30,244,729 Class C shares, and (4) 1,000,000,000 preference shares (together representing approximately €26 million in authorized share capital); a copy of the deed of amendment of the Articles of Association is available for inspection by shareholders at the Company's registered offices, and can also be obtained on our website, [http://company.yandex.com/investor\\_relations](http://company.yandex.com/investor_relations), or from Investor Relations, tel +7 495 739-7000 or by email: [askir@yandex-team.ru](mailto:askir@yandex-team.ru).

11. *Amendment to the Company's Equity Incentive Plan*

An Equity Incentive Plan was adopted by the shareholders in 2007, and has since been amended from time to time. The Board of Directors will present at the AGM for approval, adoption and ratification a Fourth Amendment and Restatement of the 2007 Equity Incentive Plan. The plan as previously approved by the shareholders provides that exercise price of share options and the measurement price of share appreciation rights must be equal to the closing price of the Company's Class A shares on the grant date. The proposed amendment to the plan will provide that the exercise price of options and measurement price of share appreciation rights will be the average closing price per Class A share for the 20 trading days immediately following the grant date. The Board of Directors believes that this change will reduce the impact on the company's equity incentive awards of short-term volatility in the trading price of the Company's Class A shares, and therefore enable the Company to grant equity incentive awards that better reflect the underlying value of the business. No increase in the aggregate number of shares reserved for issuance under the plan is being proposed.

A copy of the amended and restated plan is available for inspection by shareholders at the Company's registered offices, and can also be obtained on our website, [http://company.yandex.com/investor\\_relations](http://company.yandex.com/investor_relations), or from Investor Relations, tel +7 495 739-7000 or by email: [askir@yandex-team.ru](mailto:askir@yandex-team.ru).

*12. Appointment of the external auditor of the Company*

In accordance with Dutch law, the external auditor of the Company is appointed at the AGM. The Audit Committee has advised the Board of Directors to propose at the AGM the re-appointment of ZAO Deloitte & Touche CIS as auditors of the Company's consolidated financial statements for the 2014 financial year and its Dutch affiliate as external auditors of the Company's statutory annual accounts for the 2014 financial year.

*13-15. General authorization of the Board of Directors to (i) issue ordinary shares and preference shares; (ii) exclude pre-emptive rights; and (iii) acquire shares in the Company*

The proposals to authorize the Board of Directors (i) to issue ordinary shares and preference shares, in an amount up to the authorized share capital from time to time of the Company, and (ii) to exclude the pre-emptive rights of shareholders in respect of such issuances are intended to give the Board of Directors flexibility in financing the Company in the most efficient manner. In addition, enabling the Board of Directors to authorize the issue of a class of preference shares in such a manner as to dilute the interest of any potential acquirer is intended to make a takeover of the Company more difficult or less attractive. Furthermore, such authorizations give the Board of Directors flexibility in the context of acquisitions and mergers.

The proposal to authorize the Board of Directors to repurchase shares in the capital of the Company, up to a maximum of 20% of the issued share capital from time to time, in the case of Class A shares, against a purchase price equal to the market price on the Nasdaq Global Market of the Class A shares at the time of repurchase, is intended to, among other things, enable the Company to flexibly manage its capital structure in light of market conditions and the Company's financial position.

Adoption of these proposals at the AGM replaces the current authorizations of the Board of Directors in respect of these matters, which were granted at the Annual General Meeting of Shareholders on May 21, 2013.

**Yandex Announces the Nomination of Mr. Herman Gref for Election as a New Non-Executive Member of the Board of Directors**

MOSCOW and AMSTERDAM, Netherlands, May 6, 2014 (GLOBE NEWSWIRE) — Yandex N.V. (Nasdaq:YNDX), one of Europe's largest internet companies and the leading search provider in Russia, today announced the nomination of Mr. Herman Gref for election as a new member of the Board of Directors at the 2014 annual general meeting of shareholders.

The Board of Directors is nominating Mr. Herman Gref for a three-year term with effect from May 21, 2014 and until the general meeting to be held in 2017.

In addition, the Board of Directors is nominating Arkady Volozh for re-election as an executive director, Alfred Fenaughty and Elena Ivashentseva for re-election as non-executive directors, each for a three-year term, and Rogier Rijnja for re-election as a non-executive director, for a two-year term.

Mr. Gref has served since 2007 as the Chief Executive Officer and Chairman of the Board of Sberbank of Russia, one of the largest commercial banks in Russia. Sberbank is the holder of our priority share and our joint venture partner in our Yandex.Money business. From 2000 to 2007, Mr. Gref was the Minister for Economic Development of the Russian Federation. He previously served in a number government positions at the federal and regional levels in Russia. Mr. Gref received a degree in law from Omsk State University in 1990, a Ph.D. in law from St. Petersburg State University in 1993 and a Ph.D in economics in 2014. Mr. Gref holds a Citation and Certificate of Honour from the President of the Russian Federation, the Order for Distinguished Service of Grade IV and the Stolypin Medal.

**ABOUT YANDEX**

Yandex (Nasdaq:YNDX) is one of the largest European internet companies, providing a wide variety of search and other online services. Yandex's mission is to help users solve their everyday problems by building people-centric products and services. Based on innovative technologies, the company provides the most relevant, locally tailored experience on all digital platforms and devices. Yandex operates Russia's most popular search engine and also serves Ukraine, Belarus, Kazakhstan and Turkey.

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