

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**YANDEX N.V.**

(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State of incorporation or organization)

**Not applicable**  
(I.R.S. Employer Identification No.)

**Laan Copes van Cattenburch 52  
The Hague, the Netherlands, 2585 GB.  
Tel: +31-70-3454700**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which each class  
is to be registered**

Class A Ordinary Shares, par value €0.01 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.  o

Securities Act registration statement file number to which this form relates: **333-173766**  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **Not applicable**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Class A ordinary shares, par value €0.01 per share (the "Class A Shares"), of Yandex N.V. (the "Company"), as included under the caption "Description of Share Capital" in the Prospectus forming a part of the Registration Statement on Form F-1, as originally filed with the Securities and Exchange Commission (the "Commission") on April 28, 2011 (Registration No. 333-173766), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Registration Statement.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Company are registered on The NASDAQ Stock Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

By: /s/ Ilya Segalovich  
Name: Ilya Segalovich  
Title: Executive Director

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Dated: May 10, 2011