
**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, 2015

YANDEX N.V.

**Schiphol Boulevard 165
1118 BG, Schiphol, the Netherlands.
Tel: +31 202 066 970**

(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):

Furnished as Exhibit 99.1 to this Report on Form 6-K is a notice of the 2015 Annual General Meeting of Shareholders of Yandex N.V. dated May 6, 2015.

Furnished as Exhibit 99.2 to this Report on Form 6-K is an agenda and explanatory notes for the Annual General Meeting.

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, 2015

By: /S/ GREG ABOVSKY
Greg Abovsky
Chief Financial Officer

INDEX TO EXHIBITS

- 99.1 Notice of Annual General Meeting of Shareholders of Yandex N.V. dated May 6, 2015
- 99.2 Agenda and Explanatory Notes for the Annual General Meeting

YANDEX

Schiphol Boulevard 165
1118 BG Schiphol
The Netherlands

To: Shareholders of Yandex N.V.
From: Board of Directors
Date: May 6, 2015

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 **Thursday, May 21, 2015, beginning at 09.00 A.M. local time at the Waldorf Astoria Hotel**, Herengracht 542-556, Amsterdam (1017 CG), The Netherlands.

Enclosed with this notice you will find the Agenda for the AGM, together with explanatory notes, as well as 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 2014 annual statutory accounts of the Company. **(Decision)**
2. Addition of 2014 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 2014 financial year. **(Decision)**
4. Re-appointment of John Boynton as a non-executive member of the Board of Directors for a three-year term. **(Decision)**
5. Re-appointment of Esther Dyson as a non-executive member of the Board of Directors for a three-year term. **(Decision)**
6. Cancellation of outstanding Class C Shares. **(Decision)**
7. Amendment of the Company's Articles of Association and authorization of Mr. Alex de Cuba, legal counsel at Yandex N.V., and each of the lawyers, notaries and tax advisers of Van Doome N.V., acting individually, to sign a notarial deed of amendment of the Articles of Association on behalf of Yandex N.V. **(Decision)**
8. Appointment of the external auditor of the Company for the 2014 financial year. **(Decision)**
9. General authorization of the Board of Directors to issue ordinary shares and preference shares. **(Decision)**
10. General authorization of the Board of Directors to exclude pre-emption rights. **(Decision)**
11. General authorization of the Board of Directors to acquire shares in the Company. **(Decision)**

Any other business.

Copies of materials related to the AGM, including this Notice of Meeting, the Agenda and Explanatory Notes, and a copy of our 2014 Annual Report on Form 20-F, are available:

- at: <http://www.edocumentview.com/YNDX>
 - on our website at 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
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The deed of amendment of the Articles of Association 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, 2015 the total number of Class A Shares outstanding (excluding shares held in treasury) was 263,337,209, with a total of 263,337,209 voting rights; and the total number of Class B Shares was 59,895,605, with a total of 598,956,050 voting rights. Each Class A share carries one vote; each Class B share 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, 2015, 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", 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 7 (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 6 (cancellation of C shares) and 10 (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, 2015

The Board of Directors

**2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS****Agenda and Explanatory Notes**

Date: May 21, 2015 at 09.00 A.M. local time

Location: The Waldorf Astoria Hotel
Herengracht 542-556, Amsterdam (1017 CG), The Netherlands

Opening

Introductory Remarks

Approval of 2014 statutory accounts; addition of 2014 profits to retained earnings; discharge of Directors

1. To approve the annual statutory accounts of Yandex N.V. (the “**Company**”) for the 2014 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 2014 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 2014 financial year. **(Decision)**

Re-appointment of directors

4. To re-appoint John Boynton to serve as a non-executive member of the Board of Directors, for a three-year term. **(Decision)**
5. To re-appoint Esther Dyson to serve as a non-executive member of the Board of Directors, for a three-year term. **(Decision)**

Cancellation of shares

6. To cancel 11,109,806 outstanding Class C shares, all held by the Company. **(Decision)**

Amendment of Articles of Association

7. To amend the Company’s Articles of Association and authorize Mr. Alex de Cuba, legal counsel at Yandex N.V., and each of the lawyers, notaries and tax advisers of Van Doome N.V.,
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acting individually, to sign a notarial deed of amendment of the Articles of Association on behalf of Yandex N.V. **(Decision)**

Appointment of Auditor

8. To appoint ZAO Deloitte & Touche CIS, an independent registered public accounting firm, as auditors of the Company's consolidated financial statements for the 2015 financial year (to be prepared under U.S. GAAP), and its Dutch affiliate as external auditors of the Company's statutory annual accounts for the 2015 financial year (to be prepared under IFRS). **(Decision)**

General designations and authorizations of the Board of Directors

9. 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)**

10. 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)**

11. 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 Select 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 2014, including the Group's financial performance, and will look ahead, explaining the strategy and plans of Yandex for 2015.

1-3. Approval of 2014 Annual Statutory Accounts of Yandex N.V.; addition of 2014 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 2014 financial year

These agenda items include proposals to adopt the 2014 Statutory Accounts and to add the profits of the Company realized in the 2014 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 2014. Such discharge only covers matters that are known to the Company at the 2015 AGM when the resolution to discharge is adopted. Copies of the 2014 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. Re-appointment of John Boynton as a non-executive member of the Board of Directors

It is proposed to re-appoint John Boynton as a non-executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2015 and running until the annual general meeting to be held in 2018.

John Boynton, age 49, has been a non-executive director of Yandex N.V. (or its predecessor company) since 2000. Mr. Boynton is the president of Firehouse Capital Inc., a privately held investment company with investments in a variety of early stage companies. He also serves on the boards of several non-profit organizations. Mr. Boynton served as a founder and managing director of Wilson Alan LLC from 2001 through 2006, as vice president of corporate strategy and development at Forrester Research from 1997 to 2001, as a strategy consultant with Mercer Management Consulting from 1995 to 1997, and as co-founder and president of CompTek International from 1990 to 1995. Mr. Boynton graduated from Harvard College.

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

5. Re-appointment of Esther Dyson as a non-executive member of the Board of Directors

It is proposed to re-appoint Esther Dyson as a non-executive member of the Board of Directors of the Company for a three-year term with effect from May 21, 2015 and running until the annual general meeting to be held in 2018.

Esther Dyson, age 63, has been a non-executive director since 2006. Since 2013, Ms. Dyson has been the full-time founder of HICCup (Health Initiative Coordinating Council) and its Way to Wellville project, a five-year, five-community health challenge. She also remains an active investor and board member in a variety of IT, health care and aerospace start-ups, and sits on the

board of Luxoft (LXFT), another company of Russian origin. She started her career as a fact-checker for Forbes Magazine, and then spent five years as a securities analyst on Wall Street. At New Court Securities, Ms. Dyson comprised the sell-side research department, and worked on the initial public offering of Federal Express, among others. At Oppenheimer & Co., she followed the nascent software and personal computer markets. From 1982 to 2004, as the owner of EDventure Holdings, she edited its newsletter Release 1.0 and ran its annual PC Forum conference. She sold EDventure to CNET in 2004, and reclaimed the name when she left CNET at the beginning of 2007. Starting from her first visit in 1989, her Russian interests have included advisory board seats with both IBS Group and SUP/Live Journal, and investments in the technology companies TerraLink, Epam and UCMS. In the U.S., she is on the boards of 23andMe, Meetup, XCOR Aerospace and others. She has a B.A. in economics from Harvard University.

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

6. 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.

7. Amendment of the Company's Articles of Association and authorization of 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) 10,574,888 Class B shares and (2) 10,574,888 Class C shares (together representing approximately € 2 million in authorized share capital), following the conversions of Class B share into Class A shares effected since the 2014 Annual Meeting of Shareholders. In addition, the Company will propose an amendment to its Articles of Association to the effect that the distributable profit of the Company shall be at the disposal of the Board of Directors. 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, or from Investor Relations, tel +7 495 739-7000 or by email: askir@yandex-team.ru.

8. 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, an independent registered public accounting firm, as auditors of the Company's consolidated financial statements for the 2015 financial year (to be

prepared under U.S. GAAP), and its Dutch affiliate as external auditors of the Company's statutory annual accounts for the 2015 financial year (to be prepared under IFRS).

9-11. 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 Select 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, 2014.
