
**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**

December 11, 2013

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):

Furnished as Exhibit 99.1 to this Report on Form 6-K is a press release of Yandex N.V. dated December 11, 2013, announcing the pricing of the proposed offering of convertible senior notes.

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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: December 11, 2013

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

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| 99.1 | Press Release of Yandex N.V. dated December 11, 2013, announcing the pricing of the proposed offering of convertible senior notes. |

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PRESS RELEASE**Yandex Announces Pricing of Offering of US\$600 Million 1.125% Convertible Senior Notes Due 2018**

Moscow and The Hague, December 11, 2013 — Yandex N.V. (NASDAQ: YNDX) (“Yandex” or the “Company”), one of Europe’s largest internet companies and the leading search provider in Russia, today announced the pricing of US\$600 million in aggregate principal amount of 1.125% convertible senior notes due 2018 (the “notes”). The Company has granted to the initial purchasers a 30-day option to purchase up to an additional US\$90 million aggregate principal amount of notes solely to cover over-allotments. The notes were offered to qualified institutional buyers in reliance on Rule 144A under the United States Securities Act of 1933, as amended (the “Securities Act”). The offering is scheduled to close on or about December 17, 2013, subject to customary closing conditions.

The notes will be convertible into cash, Class A shares of Yandex or a combination of cash and Class A shares, at Yandex’s election, based on an initial conversion rate of 19.4354 Class A shares per US\$1,000 principal amount of notes, which is equivalent to an initial conversion price of approximately US\$51.45 per Class A share, subject to adjustment on the occurrence of certain events. Prior to June 15, 2018, the notes will be convertible only upon the occurrence of certain events and during certain periods, and thereafter, at any time until the close of business on the business day immediately preceding the maturity date of the notes.

The notes will bear interest at a rate of 1.125% per year, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2014. The notes will mature on December 15, 2018, unless earlier repurchased, redeemed or converted in accordance with their terms. The notes will be senior unsecured obligations of Yandex. Yandex will not have the right to redeem the notes prior to maturity, except in connection with certain changes in tax laws.

Yandex estimates that the net proceeds from this offering will be approximately US\$594 million (or approximately US\$683 million if the initial purchasers exercise their over-allotment option in full), after deducting the initial purchasers’ discount and estimated offering expenses payable by Yandex. Yandex intends to use a portion of the net proceeds from the offering to repurchase outstanding Class A shares, pursuant to its previously announced amended share repurchase program. The remainder of the net proceeds will be used for general corporate purposes.

The notes and any Class A shares deliverable upon conversion of the notes have not been registered under the Securities Act or any state securities laws. They may not be offered or sold within the United States or to U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, and shall not constitute an offer, solicitation or sale of the notes or the

Class A shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

Safe Harbor Statement

This announcement contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Words such as “project,” “believe,” “anticipate,” “plan,” “expect,” “estimate,” “intend,” “should,” “would,” “could,” “will,” “may” or other words that convey judgments about future events or outcomes indicate such forward-looking statements. Yandex may also make forward-looking statements in its reports to the U.S. Securities and Exchange Commission, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. All information provided in this press release is as of the date of the issuance, and Yandex undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are subject to risks, uncertainties and assumptions. Our actual results of operations may differ materially from those stated in or implied by such forward-looking statements as a result of a variety of factors, including, among others, whether or not the Company will consummate the offering; the anticipated use of the proceeds of the offering; acceptance by users of new products and services (including, without limitation, products and services for mobile devices and alternative platforms); Yandex’s ability to compete with new or existing competitors; reduction in spending by, or loss of, advertising customers or ad network partners; Yandex’s ability to manage its operating expenses effectively; risks associated with Yandex’s distribution arrangements with third parties; Yandex’s ability to protect its intellectual property and the value of its brands; potential liability for information or content retrieved, linked or distributed from our websites; risks associated with the laws and regulations of Russia and other countries in which we operate; changes in regulations or user concerns regarding privacy and protection of user data, or failure to comply with related laws; breaches in Yandex’s security measures; interruptions or delays in the provision of Yandex’s services; risks related to Yandex’s international operations; risks related to joint ventures and the integration of acquisitions; dependence on third parties for technology, services, content, and distribution; and general economic conditions. Further information regarding these and other risks is included in Yandex’s annual report on Form 20-F for the year ended December 31, 2012 and other filings with the U.S. Securities and Exchange Commission.

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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