

Mechel OAO
Form SC 13D/A
May 12, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

MECHEL PAO
(Name of Issuer)
COMMON SHARES, PAR VALUE 10 RUSSIAN RUBLES PER SHARE
AMERICAN DEPOSITARY SHARES, EACH ADS REPRESENTING ONE COMMON SHARE
(Title of Class of Securities)

RU000A0DKXV5
583840103
(CUSIP Number)
Alexey Lukashov
Krasnoarmeyskaya str., 1
125167 Moscow,
Russian Federation

+7 495 2218888

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 12, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. RU000A0DKXV5; 583840103

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Ksenia I. Zyuzina

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

Russian Federation

Number of 7. Sole Voting Power

Shares
Beneficially

Owned by -0-

Each 8. Shared Voting Power

Reporting
Person

With 77,826,997

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

77,826,997

11. Aggregate Amount Beneficially Owned by Each Reporting Person

77,826,997

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

18.70%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. RU000A0DKXV5

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Bellasis Holdings Limited

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

Republic of Cyprus

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

-0-

Reporting 9. Sole Dispositive Power

Person

With

-0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

-0-

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. RU000A0DKXV5

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

MetHol OOO

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization

Russian Federation

Number of 7. Sole Voting Power

Shares

Beneficially 77,826,997

8. Shared Voting Power

Owned by

Each

-0-

Reporting 9. Sole Dispositive Power

Person

With 77,826,997

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

77,826,997

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

18.70%

14. Type of Reporting Person (See Instructions)

CO

Item 1. Security and Issuer

This Amendment to Schedule 13D (the Schedule 13D) further amends and restates in its entirety the Schedule 13D originally filed by the Reporting Persons on December 11, 2014 (the Amended Schedule 13D) and relates to common shares, par value 10 Russian rubles per share (the Common Shares), of Mechel PAO, a public joint-stock company incorporated under the laws of the Russian Federation (the Issuer) and the Issuer's American Depositary Shares (ADSs), each ADS representing one Common Share. The principal executive offices of the Issuer are located at 1 Krasnoarmeyskaya St., Moscow 125167, Russian Federation.

Item 2. Identity and Background

(a) - (c) and (f). This Schedule 13D is filed by Ksenia I. Zyuzina, a natural person and a citizen of the Russian Federation (Ms. Zyuzina); Bellasis Holdings Limited, a limited company organized under the laws of the Republic of Cyprus (Bellasis) and MetHol OOO, a limited liability company organized under the laws of the Russian Federation (MetHol) (collectively, the Reporting Persons).

Ms. Zyuzina is a Chartering Director of Met Shipping (The Hague) B.V. Ms. Zyuzina's principal address is at Parkstraat 20, 2514 JK, the Hague, the Netherlands.

Bellasis is a limited company organized under the laws of Cyprus whose principal business is to make private investments. MetHol owns all the outstanding equity interests in Bellasis. The principal business office address of Bellasis is 3 Themistokli Dervi, Julia House, PC 1066, Nicosia, Republic of Cyprus. The names of the executive officers and directors of Bellasis, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Xenia Koustai	3 Themistokli Dervi	Republic of Cyprus	Principal Manager of Company Administration Services at Stelios Panayides LLC Law Office, a provider of corporate administration services; Panlaw House, 31, Gladstonos Street, 1095 Nicosia, Republic of Cyprus
Director	Julia House		
	PC 1066, Nicosia		
	Republic of Cyprus		
Stelios Panayides	3 Themistokli Dervi	Republic of Cyprus	Principal Manager of Company Administration Services at Stelios Panayides LLC Law Office, a provider of corporate administration services; Panlaw House, 31, Gladstonos Street, 1095 Nicosia, Republic of Cyprus
Director	Julia House		

PC 1066, Nicosia

1095 Nicosia, Republic of
Cyprus

Republic of Cyprus

MetHol is a limited company organized under the laws of the Russian Federation whose principal business is to make private investments. Ms. Zyuzina owns 33% of the outstanding equity interests in MetHol. The principal business office address of MetHol is 1 Krasnoarmeyskaya St, Moscow 125167, Russian Federation. The names of the executive officers and directors of MetHol, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Tatyana Ifutina	Krasnoarmeyskaya str., 1	Russian Federation	Assistant of the Chairman of the Board of Directors of Mechel PAO, Mechel PAO, Krasnoarmeyskaya str., 1, Moscow, Russian Federation, 125167
General Director	Moscow 125167		

Russian Federation

(d) and (e). To the best knowledge of the Reporting Persons, none of the persons or entities identified in this Item 2 has, during the five years preceding the date of this Schedule 13D, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Igor V. Zyuzin (Mr. Zyuzin) gifted 33% of the outstanding equity interest in MetHol to Ms. Zyuzina for family reasons for no consideration. Mr. Zyuzin co-founded the Issuer in 2003 and has maintained a significant stake in the Issuer since then.

Item 4. Purpose of Transaction

Ms. Zyuzina beneficially owns approximately 18.70% of the Common Shares. Except in certain cases as provided by the Federal Law On Joint-Stock Companies , dated December 26, 1995, as amended, resolutions at a shareholders meeting of the Issuer are adopted by a simple majority in a meeting at which shareholders holding more than half of the voting shares of the Issuer are present or represented. Accordingly, Ms. Zyuzina has no power individually to control matters to be decided by vote at a shareholders meeting and cannot control the appointment of the majority of directors and the removal of all of the elected directors.

No Reporting Person has any present plan or proposal to acquire or dispose of any Common Shares, ADSs or GDSs, although consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Shares, ADSs, or GDSs or dispose of any or all of its Common Shares, ADSs or GDSs, as applicable, depending upon prevailing market, economic and other conditions, other investment and business opportunities available to the Reporting Persons, liquidity requirements of the Reporting Persons, tax considerations and/or other investment considerations.

None of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a) (b). All percentages of Common Shares disclosed in this Schedule 13D are calculated based on an aggregate total of 416,270,745 Common Shares, including Common Shares underlying ADSs and GDSs, issued and outstanding as of March 31, 2016.

As of today, MetHol is the record owner of 77,826,997 Common Shares, which represents 18.70% of the Common Shares.

Bellasis was the record owner of 75,000,000 Common Shares and additionally acquired from Calridge Limited, a limited company organized under the laws of the Republic of Cyprus (Calridge), a further 2,826,997 Common Shares. In 2016, Bellasis transferred 77,826,997 Common Shares, representing its entire shareholding in the Issuer, to MetHol in consideration for the dividends distributed by Bellasis.

In 2016 MetHol acquired 10% of the outstanding equity interests of Bellasis from Calridge in consideration for the cancellation of a loan made by MetHol to Calridge.

Ms. Zyuzina owns 33% of the outstanding equity interests in MetHol and may therefore be deemed to share beneficial ownership of the Common Shares held of record by MetHol.

As a result of the relationships and shareholdings described above, the Reporting Persons may be deemed to beneficially own Common Shares as of today as follows:

Reporting Person	Number of Common Shares Beneficially Owned	Percentage of Common Shares
Ms. Zyuzina	77,826,997	18.70%
MetHol	77,826,997	18.70%

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract, arrangement, understanding or relationship (legal or otherwise) with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except the arrangements and relationships described in Item 5 above.

Item 7. Material to be Filed as Exhibits

Exhibit

No.	Description
1	Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Date: May 12, 2016

KSENIA I. ZYUZINA

/s/ Ksenia I. Zyuzina

BELLASIS HOLDINGS LIMITED

By: /s/ Xenia Koustai

Name: Xenia Koustai

Title: Director

METHOL OOO

By: /s/ Tatyana Ifutina

Name: Tatyana Ifutina

Title: General Director

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement