

SECURITIES AND EXCHANGE COMMISSION

FORM CB/A

Notification form filed in connection with certain tender offers, business combinations and rights offerings, in which the subject company is a foreign private issuer of which less than 10% of its securities are held by U.S. persons [amend]

Filing Date: **2014-01-02**
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SUBJECT COMPANY

Finance & Credit Ukraine B.V.

CIK: [1592736](#) | IRS No.: **000000000** | State of Incorporation: **P7** | Fiscal Year End: **1231**
Type: **CB/A** | Act: **34** | File No.: **005-87725** | Film No.: **14500708**

Mailing Address
*LUNA ARENA,
HERIKERBERGWEG 238
AMSTERDAM P7 1101*

Business Address
*LUNA ARENA,
HERIKERBERGWEG 238
AMSTERDAM P7 1101
31206730016*

FILED BY

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

(Amendment No. 6)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- | | |
|---|-------------------------------------|
| Securities Act Rule 801 (Rights Offering) | <input type="checkbox"/> |
| Securities Act Rule 802 (Exchange Offer) | <input checked="" type="checkbox"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="checkbox"/> |

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

Finance & Credit Ukraine B.V.

(Name of Subject Company)

Not applicable

(Translation of Subject Company' s Name into English (if applicable))

The Netherlands

(Jurisdiction of Subject Company' s Incorporation or Organization)

Finance & Credit Ukraine B.V.

(Name of Person(s) Furnishing Form)

10.5% Loan Participation Notes due 2014

(Title of Class of Subject Securities)

Not applicable

(CUSIP Number of Class of Securities (if applicable))

TMF Management B.V., Managing Director

Finance & Credit Ukraine B.V.

Luna Arena, Herikerbergweg 238

Amsterdam, Netherlands 1101

+31 206 730 016

with a copy to:

Alexander Masina
Public Joint Stock Company
"Bank Finance and Credit"
60, Artema
Kiev, Ukraine 04050
+38 044 490 6870

(Name, Address (including zip code) and Telephone Number
(including area code) of Person(s) Authorized to Receive Notices and
Communications on Behalf of Subject Company)

November 26, 2013

(Date Tender Offer/Rights Offering Commenced)

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

The following document is attached as an exhibit to this Form CB:

Exhibit Number	Description
99.1	Exchange Offer and Consent Solicitation Memorandum dated November 26, 2013.*

* Previously furnished as Exhibit 99.1 to Form CB with the Securities and Exchange Commission on November 27, 2013.

Item 2. Informational Legends

A legend complying with Rule 802(b) under the U.S. Securities Act of 1933, as amended, is prominently included in the Exchange Offer and Consent Solicitation Memorandum.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

The following document is attached as an exhibit to this Form CB:

Exhibit Number	Description
99.2	Press Release dated November 26, 2013.**
99.3	Press Release dated December 10, 2013.***
99.4	Press Release dated December 13, 2013.****

- 99.5 Press Release dated December 17, 2013. *****
- 99.6 Press Release dated December 19, 2013. *****
- 99.7 Press Release dated December 27, 2013. *****
- 99.8 Press Release dated December 31, 2013.

** Previously furnished as Exhibit 99.2 to Form CB with the Securities and Exchange Commission on November 27, 2013.

*** Previously furnished as Exhibit 99.3 to Form CB (Amendment No. 1) with the Securities and Exchange Commission on December 11, 2013.

**** Previously furnished as Exhibit 99.4 to Form CB (Amendment No. 2) with the Securities and Exchange Commission on December 16, 2013.

***** Previously furnished as Exhibit 99.5 to Form CB (Amendment No. 3) with the Securities and Exchange Commission on December 18, 2013.

***** Previously furnished as Exhibit 99.6 to Form CB (Amendment No. 4) with the Securities and Exchange Commission on December 20, 2013.

***** Previously furnished as Exhibit 99.7 to Form CB (Amendment No. 5) with the Securities and Exchange Commission on December 30, 2013.

PART III - CONSENT TO SERVICE OF PROCESS

Finance & Credit Ukraine B.V. filed with the Securities and Exchange Commission a Form F-X on November 29, 2013.

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PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Finance & Credit Ukraine B.V.

By: TMF Management B.V.

Title: Managing Director

By: /s/ Arthur Weglau

Name: Arthur Weglau

Title: Proxyholder A

Date: January 2, 2014

By: /s/ Hubertus Petrus Cornelis Mourits

Name: Hubertus Petrus Cornelis Mourits

Title: Proxyholder A

Date: January 2, 2014

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NOT FOR DISTRIBUTION IN OR INTO AUSTRALIA, CANADA OR JAPAN (SEE “OFFER RESTRICTIONS” BELOW)**BANK “FINANCE AND CREDIT” ANNOUNCES AMENDMENTS TO THE EXCHANGE OFFER AND CONSENT SOLICITATION VIA VTB CAPITAL**

This announcement is made in connection with the Exchange Offer and Consent Solicitation Memorandum, dated as of 26 November 2013, as amended on 10, 13, 17, 19 and 27 December 2013 (“**Exchange Offer and Consent Solicitation Memorandum**”) and sent by Public Joint Stock Company “Bank “Finance and Credit” (the “**Borrower**”), on behalf of Finance & Credit Ukraine B.V. (the “**Issuer**”), the Borrower hereby notifies the holders (the “**Noteholders**”) of the outstanding US\$95,000,000 10.5% Loan Participation Notes due 2014 (ISIN: XS0275465879) (the “**Notes**”) of a further extension to the voting deadline of the offer (defined below). Revocation rights will be extended to the date of the voting deadline.

In the Exchange Offer and Consent Solicitation Memorandum, the Borrower, on behalf of the Issuer, made an offer to exchange (the “**Exchange Offer**”) any or all of their outstanding Notes for a combination of cash and newly issued US\$ Denominated 9.25% Loan Participation Notes due 2019 (the “**New Notes**”). Concurrently with the Exchange Offer, the Issuer solicits consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposed Amendments**”) to the trust deed and terms and conditions of the Notes, by extraordinary resolution, to provide for early redemption of the Notes by the Issuer. The early redemption would be settled by the Issuer by the issue of New Notes. The terms of the Exchange Offer and the Consent Solicitation (together, the “**Offer**”) are set-out in the Exchange Offer and Consent Solicitation Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Exchange Offer and Consent Solicitation Memorandum.

Amendments to the Exchange Offer and Consent Solicitation Memorandum

The Borrower, on behalf of the Issuer, announces that the expected timetable of the Offer as set out in the Exchange Offer and Consent Solicitation Memorandum is hereby amended to read as follows.

Events	Dates:	London time:	Days:
<i>Voting Instructions Deadline</i>	6 January 2014	4pm	T + 41
Deadline for receipt of Voting Instructions for the Noteholder Meeting.			
<i>Expiration Deadline</i>	6 January 2014	4pm	T + 41
Deadline for receipt of all Electronic Instruction Notices for the purposes of the Exchange Offer. Last time at which Noteholders participating in the Offer are eligible for the Exchange Consideration.			
<i>Noteholder Meeting</i>	9 January 2014	9am	T + 44
Meeting of Noteholders to vote on the Extraordinary Resolution.			

Notice of Results

9 January 2014 or as soon as
practicable thereafter after the

T + 44

Announcement of the result of the Noteholder Meeting.

conclusion of the Noteholder
Meeting

The term “Expiration Deadline” and other provisions of the Exchange Offer and Consent Solicitation Memorandum are hereby amended accordingly to the revised timetable of the Offer set out above. Noteholders who have already submitted their voting instructions are permitted to revoke such voting instructions by 4 pm (London time) on 6 January 2014.

Further Information

Subject to the amendments described above, the Exchange Offer and Consent Solicitation is being made upon the terms and conditions set forth in the Exchange Offer and Consent Solicitation Memorandum.

Questions and requests for assistance in connection with the Offer may be directed to VTB Capital plc, attention: Global Head of Syndicate on E-mail: vtb.dcm@vtbcapital.com, Telephone: +44 20 3334 8029, Facsimile: +44 20 3334 8960; and Lucid Issuer Services Limited, Attention: David Shilson, on E-mail: fcbank@lucid-is.com, Telephone: +44 20 7704 0880.

Before making any decisions in respect of the Offer, Noteholders should carefully consider all of the information in the Exchange Offer and Consent Solicitation Memorandum (including the Preliminary Prospectus attached thereto) and, in particular, the Risk Factors starting on page 4 of the Preliminary Prospectus.

OFFER RESTRICTIONS

Neither this announcement nor the Exchange Offer and Consent Solicitation Memorandum constitutes an offer or an invitation to participate in the Offer in any jurisdiction in or from which, or to any person to whom, it is unlawful to make such offer or invitation under applicable laws. The distribution of this announcement and the Exchange Offer and Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Exchange Offer and Consent Solicitation Memorandum comes are required by each of the Issuer, the Lender, the Borrower, the Dealer Manager and the Exchange and Tabulation Agent to inform themselves about, and to observe, any such restrictions.

No action has been or will be taken in any jurisdiction by the Issuer, the Lender, the Borrower, the Dealer Manager or the Exchange and Tabulation Agent that would constitute a public offering of the New Notes.

United States

The Offer will be made in the United States pursuant to an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the Exchange Act and pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 802 thereunder.

See the section headed “*Subscription and Sale*” of the Preliminary Prospectus incorporated by reference in the Exchange Offer and Consent Solicitation Memorandum for a description of the transfer restrictions relating to the New Notes.

The Offer is being made for the securities of a company incorporated under the laws of The Netherlands and is subject to Dutch disclosure requirements, which are different from those of the United States. The financial information included in Appendix A (*Preliminary Prospectus*) of the Exchange Offer and Consent Solicitation Memorandum has been prepared in accordance with

International Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

It may be difficult for U.S. holders of New Notes to enforce their rights and any claim arising out of the U.S. federal securities laws, since the Issuer is located in a country other than the United States, and some or all of its officers and directors may be residents of a country other than the United States. U.S. holders of New Notes may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. U.S. holders of New Notes should be aware that the Issuer may purchase securities otherwise than under the Offer, such as in open market or privately negotiated purchases.

Ukraine

Each of the Responsible Persons, the Dealer Manager and the Exchange and Tabulation Agent has represented, warranted and agreed that neither the Notes nor the New Notes shall be offered by it for circulation, distribution, placement, sale, purchase or other transfer in the territory of Ukraine. Accordingly, nothing in this announcement or the Exchange Offer and Consent Solicitation Memorandum or any other documents, information or communications related to the Notes and/or the New Notes shall be interpreted as containing any offer or invitation to, or solicitation of, any such circulation, distribution, placement, sale purchase or other transfer in the territory of Ukraine.

The Netherlands

Each of the Issuer, the Borrower, the Dealer Manager and the Exchange and Tabulation Agent has represented and agreed that it has not and will not, directly or indirectly, offer to buy or solicit an offer or sell any Notes or the New Notes (including rights representing an interest in a global note certificate) to individuals or legal entities in The Netherlands other than to qualified investors ("*gekwalificeerde belegger*") as defined in Article 1:1 of the Dutch Act on Financial Supervision 2007 (as amended); provided that each such qualified investor will have sent to each person to whom it offers to buy or solicits an offer to sell the Notes or the New Notes (including rights representing an interest in any global note certificate) a confirmation or other notice setting forth the following restrictions:

“THIS NOTE (OR ANY INTEREST THEREIN) MAY NOT BE SOLD, TRANSFERRED OR DELIVERED TO INDIVIDUALS OR LEGAL ENTITIES OTHER THAN QUALIFIED INVESTORS (“**QINV**”) WITHIN THE MEANING OF THE DUTCH ACT ON FINANCIAL SUPERVISION 2007 (AS AMENDED).

EACH HOLDER OF THIS NOTE (OR ANY INTEREST THEREIN), BY PURCHASING THIS NOTE (OR ANY INTEREST THEREIN), WILL BE DEEMED TO HAVE REPRESENTED AND AGREED FOR THE BENEFIT OF THE ISSUER THAT IT IS A QINV AND IS ACQUIRING THIS NOTE (OR ANY INTEREST THEREIN) FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QINV.

EACH HOLDER OF THIS NOTE (OR ANY INTEREST THEREIN), BY PURCHASING SUCH NOTE (OR ANY INTEREST THEREIN), WILL BE DEEMED TO HAVE REPRESENTED AND AGREED FOR THE BENEFIT OF THE ISSUER THAT (1) SUCH NOTE (OR ANY INTEREST THEREIN) MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED TO ANY OTHER INDIVIDUAL OR LEGAL ENTITY THAN A QINV ACQUIRING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QINV AND THAT (2) IT WILL

PROVIDE WRITTEN NOTICE OF THE TRANSFER RESTRICTIONS DESCRIBED HEREIN TO ANY SUBSEQUENT TRANSFEREE.”

United Kingdom

Each of the Responsible Persons, the Dealer Manager and the Exchange and Tabulation Agent has represented, warranted and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the New Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer, the Lender or the Borrower; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the New Notes in, from or otherwise involving the United Kingdom.

France

The Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither this announcement, the Exchange Offer and Consent Solicitation Memorandum nor any other document or material relating to the Exchange Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, each as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code *monétaire et financier*, are eligible to participate in the Exchange Offer. Neither this announcement nor the Exchange Offer and Consent Solicitation Memorandum has been and will not be submitted for clearance to nor approved by the *autorité des Marchés Financiers*.

Canada, Australia and Japan

In addition, the Offer is not being made directly or indirectly in Canada, Australia or Japan and in such circumstances it will not be capable of acceptance from Canada, Australia or Japan.

Accordingly, neither this announcement, the Exchange Offer and Consent Solicitation Memorandum nor any material relating to the Offer may be distributed to Canada, Australia or Japan.

General

The Offer does not constitute an offer to buy or the solicitation of an offer to sell the Notes and/or the New Notes in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Issuer and the Borrower by the Dealer Manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.