
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2021

Commission File Number: 001-38882

HeadHunter Group PLC

(Translation of registrant's name into English)

9/10 Godovikova St.
Moscow, 129085, Russia
(Address of principal executive office)

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):

On September 30, 2021, HeadHunter Group PLC (the "Company") (i) issued a press release announcing that the Company's Board of Directors has approved a share buyback program (the "Buyback Program"), a copy of which is furnished herewith as Exhibit 99.1 to this Report on Form 6-K (the "Form 6-K"), and (ii) published an announcement and current report in local Cypriot newspapers in connection with the Buyback Program, a copy of which is furnished herewith as Exhibit 99.2 to this Form 6-K.

INCORPORATION BY REFERENCE

The information in this Form 6-K, excluding Exhibit 99.2, shall be deemed to be incorporated by reference into the Company's Registration Statements on Form S-8 (File Nos. 333-232778 and 333-231557) and Form F-3 (File No. 333-239560) (including any prospectuses forming a part of such registration statements) and to be a part thereof from the date on which this Form 6-K is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit
No.

Description

- [99.1](#) [Press Release of HeadHunter Group PLC, dated September 30, 2021](#)
 - [99.2](#) [Announcement and Current Report of HeadHunter Group PLC, dated September 30, 2021](#)
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HeadHunter Group PLC

Date: September 30, 2021

By: /s/ Mikhail Zhukov
Mikhail Zhukov
Chief Executive Officer



HeadHunter Group PLC Announces Share Buyback Program

MOSCOW, Russia, September 30, 2021 – HeadHunter Group PLC (Nasdaq: HHR, MOEX: HHRU) (the “Company”) today announces a share buyback program under which the Company may repurchase up to an aggregate of RUB 3 billion (or its equivalent in US dollars) of its ordinary shares represented by American Depositary Shares listed on the Nasdaq Global Select Market over a period beginning on October 11, 2021 and continuing until the earlier of the completion of the repurchase or August 10, 2022, when the authority of the Company’s board of directors (the “Board”) to repurchase shares will expire (the “Buyback Program”). The primary purpose of the Buyback Program is to fund the Company’s long-term incentive programs.

The Company’s proposed repurchases may be made from time to time through open market transactions at prevailing market prices, in privately negotiated transactions, in block trades and/or through other legally permissible means, depending on the market conditions and in accordance with applicable rules and regulations. Repurchases are subject to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), including Rule 10b-18 and/or Rule 10b5-1, and may be subject to certain price, market volume and timing constraints. The Board will review the Buyback Program periodically, and may authorize adjustment of its terms and size or suspend or discontinue the program. The monetary consideration payable for the buyback will be paid out of the Company’s realized and non-distributed profits.

Contacts:

Investor Inquiries
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Media Inquiries
Alexander Dzhaharov
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About HeadHunter Group PLC

HeadHunter is the leading online recruitment platform in Russia and the Commonwealth of Independent States focused on providing comprehensive talent acquisition services, such as access to extensive CV database, job postings (jobs classifieds platform) and a portfolio of value-added services.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this release that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding activities in connection with the Buyback Program, as well as statements that include the words “expect,” “intend,” “plan,” “believe,” “project,” “forecast,” “estimate,” “may,” “should,” “anticipate” and similar statements of a future or forward-looking nature. These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including the factors discussed under the caption “Risk Factors” in the Company’s Annual Report on Form 20-F filed with the SEC on March 26, 2021, as such factors may be updated from time to time in the Company’s other filings with the SEC, which are accessible on the SEC’s website at www.sec.gov. In addition, the Company operates in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for the Company’s management to predict all risks, nor can the Company assess the impact of all factors on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements that the Company may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this release are inherently uncertain and may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely upon forward-looking statements as predictions of future events. In addition, the forward-looking statements made in this release relate only to events or information as of the date on which the statements are made in this release. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.



HEADHUNTER GROUP PLC

Godovikova str. 9, bldg. 10, 129085, Moscow, Russia

Tel: +7 495 974 64 27

Email: office@headhunter-group.com

Announcement and Current Report

Report date: **September 30, 2021**

Company name: **Headhunter Group PLC**

Registered address: **Dositheou 42, Strovolos, 2028, Nicosia, Cyprus**

Address of principal executive offices: **9/10 Godovikova st., Moscow, 129085, Russia**

Phone no.: **+74959746427**

Cyprus Trade Register Registration Number: **HE332806**

Subscribed and paid in share capital: **EUR 101,271.44**

Regulated market where the issued securities are traded: **Nasdaq Global Select Market, Moscow Exchange**

Trading symbol: **HHR**

RE: Important event: beginning of Headhunter Group PLC buyback program in accordance with a special resolution of the annual general meeting dated August 10, 2021

Headhunter Group PLC (the '**Company**') informs its shareholders that it has commenced a share buyback program for ordinary shares represented by American Depositary Shares ('**ADSs**') listed on the Nasdaq Global Select Market (the '**Buyback Program**') in accordance with a special resolution of annual general meeting of the Company dated August 10, 2021 (the '**AGM Decision**'), having the following terms:

1. The Buyback Program starts on October 11, 2021 and will continue until the earlier of the completion of the repurchase or August 10, 2022, when the authority of the board of directors of the Company (the '**Board**') to repurchase shares will expire.
2. Renaissance (Securities) Cyprus Limited was selected to provide intermediary services for the Buyback Program.
3. The buyback of shares will be performed according to applicable laws and within the limits established by the special resolution of the AGM Decision, as follows:
 - (a) the total nominal value of the ordinary shares represented by the ADSs that will be acquired under by the Buyback Program shall not exceed the maximum number of shares permitted under section 57A of the Companies Law, Cap. 113, as amended;
 - (b) the monetary consideration payable for the buyback shall be paid out of the realized and non-distributed profits;
 - (c) the authority of the Board to acquire the ordinary shares represented by the ADSs shall expire within 12 months as from the date of passing of the AGM Decision;
 - (d) the acquired ordinary shares represented by the ADSs shall be disposed or cancelled within 2 years following the date when such ADSs were acquired;
 - (e) the maximum acquisition price shall not exceed by 5% the average buy price during the last 5 trading days before the relevant acquisition and minimum acquisition price shall be not less than par value (or its equivalent in US dollars).
4. The total volume of the Buyback Program is RUB 3,000,000,000 (or its equivalent in US dollars).
5. The primary purpose of the Buyback Program is to fund the Company's long-term incentive programs.
6. The repurchased ADSs will be held in treasury until transferred to employees or other authorized use.
7. The Board will review the Buyback Program periodically, and may authorize adjustment of its terms and size or suspend or discontinue the program.
8. The Company will report on the execution of the Buyback Program in accordance with applicable law and will publish details on the Company's website to the extent required.

Mikhail Zhukov
CEO