

Mechel OAO  
Form SC 13D  
December 24, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**

**MECHEL OAO**

**(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**

**125993 Moscow,**

**Russian Federation**

**+7 495 2218888**

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

**December 24, 2014**

**(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).

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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 -0-

8. Shared Voting Power

Owned by

Each

75,000,000

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

75,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

75,000,000

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

..

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

18.02%

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 75,000,000

8. Shared Voting Power

Owned by

Each

-0-

Reporting 9. Sole Dispositive Power

Person

With 75,000,000

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

75,000,000

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

..

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

18.02%

14. Type of Reporting Person (See Instructions)

CO

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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 -0-

8. Shared Voting Power

Owned by

Each

75,000,000

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

75,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

75,000,000

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

..

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

18.02%

14. Type of Reporting Person (See Instructions)

CO



**Item 1. Security and Issuer**

This statement on Schedule 13D (the Schedule 13D ) relates to common shares, par value 10 Russian rubles per share (the Common Shares ), of Mechel OAO, an open 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 125993, 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 Managing Director of Met Shipping PTE LTD. Ms. Zyuzina's principal address is at 116 Emerald Hill Road, 229397, Singapore.

**Bellasis** is a limited company organized under the laws of Cyprus whose principal business is to make private investments. MetHol owns 90% of 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:

<b>Name and Office Held</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Principal Occupation or Employment</b>
Charalambos Michaelides Director	3 Themistokli Dervi Julia House PC 1066, Nicosia Republic of Cyprus	Republic of Cyprus	Principal Manager of Company Administration Services at Abacus Limited, a provider of corporate administration services; Elenion Building, 5 Themistokli Dervi Street, 2nd Floor, 1066 Nicosia, Republic of Cyprus
Stella Raouna Director	3 Themistokli Dervi Julia House PC 1066, Nicosia Republic of Cyprus	Republic of Cyprus	Principal Manager of Company Administration Services at Abacus Limited, a provider of corporate administration services; Elenion Building, 5 Themistokli Dervi Street, 2nd Floor, 1066 Nicosia, 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 125993, Russian Federation. The names of the executive officers and directors of MetHol, their addresses, citizenship and principal occupations are as follows:

<b>Name and Office Held</b>	<b>Business Address</b>	<b>Citizenship</b>	<b>Principal Occupation or Employment</b>
Tatyana Ifutina	Krasnoarmeyskaya str., 1	Russian Federation	Head of Human Resources Department, Mechel Management Company OOO, Krasnoarmeyskaya str., 1, Moscow, Russian Federation, 125993
General Director	Moscow 125993	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. 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 18.02% 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 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 August 20, 2009.

As of today Bellasis was the record owner of 75,000,000 Common Shares, which represents 18.02% of the Common Shares.

MetHol owns 90% of the outstanding equity interest in Bellasis, and in such capacity may be deemed to share beneficial ownership of the Common Shares held of record by Bellasis.

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

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Mr. Zyuzin transferred 33% of the outstanding equity interest in MetHol to Ms. Zyuzina which was registered with tax authorities and became effective on November 17, 2014.

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:

<b>Reporting Person</b>	<b>Number of Common Shares Beneficially Owned</b>	<b>Percentage of Common Shares</b>
Ms. Zyuzina	75,000,000	18.02%
Bellasis	75,000,000	18.02%
MetHol	75,000,000	18.02%

(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**

<b>Exhibit No.</b>	<b>Description</b>
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: December 24, 2014

KSENIA I. ZYUZINA

/s/ Ksenia I. Zyuzina

BELLASIS HOLDINGS LIMITED

By: /s/ Stella Raouna

Name: Stella Raouna

Title: Director

METHOL OOO

By: /s/ Tatyana Ifutina

Name: Tatyana Ifutina

Title: General Director

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1	Joint Filing Agreement