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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 2, 2018**

FREEDOM HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada	001-33034	30-0233726
(State or other jurisdiction of incorporation)	Commission File Number	(IRS Employer Identification No.)

Office 1704, 4B Building, "Nurly Tau" BC, 17 Al Farabi Ave, Almaty, Kazakhstan
(Address of principal executive offices)

050059
(Zip code)

(801) 355-2227
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.02. Unregistered Sales of Equity Securities

On March 2, 2018, Freedom Holding Corp. (the “Company”) concluded a private placement of shares of its restricted common stock for an aggregate offering price of \$29,846,366. The Company paid aggregate placement agent fees of \$447,695.

The shares of common stock were sold to non-U.S. persons pursuant to the exemption from registration provided in Regulation S promulgated under the Securities Act for offers and sales made outside the United States. Each purchaser represented in writing that the purchaser is a non-U.S. person, as defined in Regulation S and acknowledged, in writing, that the securities must be acquired and held for investment, and may only be resold in accordance with U.S. securities laws. All certificates evidencing the shares issued will bear a restrictive legend.

Item 8.01. Other Events

On March 8, 2018, the Company issued a press release announcing completion of the private placement described in Item 3.02 above. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
<u>99.1</u>	Press release issued by Freedom Holding Corp. on March 8, 2018

SIGNATURE

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 hereunto duly authorized.

FREEDOM HOLDING CORP.

Date: March 8, 2018

By: /s/ Timur Turlov

Timur Turlov
Chief Executive Officer

Freedom Holding Corp. Announces Completion of Private Placement of Common Shares

ALMATY, Kazakhstan, March 8, 2018 -- Freedom Holding Corp. (Pink Open Market: FRHC) (the "Company") today announced it has concluded the sale of 5,426,612 common shares at an offering price of \$5.50 per share raising a total of \$29,846,366 in a private placement to investors outside the United States pursuant to Regulation S. The Company also made a private placement of shares under Regulation S that was completed in December 2017 in which it raised a total of \$11,045,000.

Company CEO, Timur Turlov stated, "The interest and support we have received from our investors is gratifying. We are a rapidly growing financial services firm and the funding we have secured over that past several months of more than \$40 million will allow us to continue to provide outstanding service to our growing clientele while enhancing our ability to take advantage of the expanding opportunities to participate in the international and regional financial markets."

Freedom Holding Corp. is a financial services holding company conducting retail financial brokerage, investment counseling, securities trading, investment banking and underwriting services through its subsidiaries under the name of Freedom Finance in the Commonwealth of Independent States (CIS). The Company is a member of the Moscow Exchange (MOEX), Saint-Petersburg Exchange and Kazakhstan Stock Exchange (KASE). The Company is headquartered in Almaty, Kazakhstan, with executive offices also in Moscow, Russia and the United States. The Company employs more than 400 experienced professionals across 24 branch offices in Russia, 15 branches in Kazakhstan, and offices in Kyrgyzstan, Ukraine and Cyprus.

OTC Market Group, Inc. operates the world's largest electronic marketplace for broker-dealers to trade unlisted stocks, including the Pink Open Market. Investors will be able to view Real Time Level II stock quotes for the Company at <http://www.otcm Markets.com>

Cautionary Note Regarding Forward-Looking Statements

This release contains "forward-looking" statements regarding the Company's use of sale proceeds and enhancing our ability to take advantage of expanding opportunities. All forward-looking statements are subject to uncertainty and changes in circumstances. Forward-looking statements are not guarantees of future results or performance and involve risks, assumptions and uncertainties that could cause actual events or results to differ materially from the events or results described in, or anticipated by, the forward-looking statements. Factors that could materially affect such forward-looking statements include certain economic, business and regulatory risks and factors identified in the Company's periodic reports filed with the Securities and Exchange Commission. All forward-looking statements are made only as of the date of this release and the Company assumes no obligation to update forward-looking statements to reflect subsequent events or circumstances. Readers should not place undue reliance on these forward-looking statements.

The OTC Markets Group, Inc. has not approved nor disapproved of the contents of this press release.

usoffice@freedomholdingcorp.com

SOURCE Freedom Holding Corp.
