

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM  
(AMENDMENT NO.12)**

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) [ ]

**OJSC “Bashkirenergo”**

(Name of Subject Company)

**Bashkir open joint-stock company of the power industry and electrification “Bashkirenergo”**  
(Translation of Subject Company’s Name into English (if applicable))

**Russian Federation**

(Jurisdiction of Subject Company’s Incorporation or Organization)

**JSC “INTER RAO UES”**

(Name of Person(s) Furnishing Form)

**Ordinary Shares**

(Title of Class of Subject Securities)

**Not applicable**

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

**Svetlana Yu. Chuchaeva**

**12, Krasnopresnenskaya Nab., Entrance 7, Moscow, 123610, Russian Federation**  
**+7 (495) 967 05 27, ext. 2081**

(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)

**7 November 2012**

(Date Tender Offer/Rights Offering Commenced)

\* An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. This collection of information has been reviewed by OMB in accordance with the clearance requirements of 44 U.S.C.3507.

**SEC2560(12-08) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

## **PART I - INFORMATION SENT TO SECURITY HOLDERS**

### **Item 1. Home Jurisdiction Documents**

Exhibit 1. Press Release “Placement of additional issue of INTER RAO UES’ shares”, dated 7 November 2012.

Exhibit 2. Press Release “Split-up of INTER RAO UES’ subsidiary with simultaneous accession of a created company to INTER RAO UES”, dated 7 November 2012.

### **Item 2. Informational Legends**

A legend complying with Rule 802 (b) under the Securities Act of 1933, as amended, has been included in the information documents published in the United States or disseminated to U.S. holders.

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

No other materials have been made publicly available or disseminated to shareholders in connection with the exchange offer pursuant to Russian jurisdictional requirements.

## **PART III - CONSENT TO SERVICE OF PROCESS**

On 19 March 2012 JSC “INTER RAO UES” filed a written irrevocable consent and power of attorney with the Securities and Exchange Commission (the “Commission”) on Form F-X. JSC “INTER RAO UES” will promptly communicate any change in the name or address of its agent for service to the Commission by amendment of the Form F-X.

## **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.

\_\_\_\_\_  
/s/ Ilnar Mirsiyapov

Mr. Ilnar I. Mirsiyapov  
Representative acting in accordance with the Power of Attorney, dated 22 December 2011

8 November 2012

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This exchange offer or business combination is made for the securities of a foreign company. The offer is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since the issuer is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the issuer may purchase securities otherwise than under the exchange offer, such as in open market or privately negotiated purchases.

**Placement of additional issue of INTER RAO UES' shares**

**Moscow, November 07, 2012** - Open Joint Stock Company "INTER RAO UES" ("INTER RAO UES", "Company", ticker on MICEX-RTS, LSE (Reg. S): IRAO; on LSE (Rule 144 A): IRAA), the largest diversified utilities holding in Russia, announces that on November 06, 2012 INTER RAO UES has completed placement of additional issue of its shares through:

1. Conversion of ordinary registered uncertified shares of JSC "Bashenergoaktiv" into no more than 628 538 084 315 ordinary registered uncertified shares of the Company during the accession process. The additional share issuance has a state registration number 1-03-33498-E-007D.

2. Conversion of preferred registered uncertified shares of JSC "Bashenergoaktiv" into no more than 22 933 372 217 ordinary registered uncertified shares of the Company during the accession process. The additional share issuance has a state registration number 1-03-33498-E-008D.

The amount of shares subject for placement may be corrected due to provision of information by the nominee holders.

On April 26, 2012 the Extraordinary General Meeting of Shareholders of INTER RAO UES has approved an increase of the Company's authorized share capital by placing additional ordinary registered uncertified shares in the amount of 7,958,113,845,013 shares with a par value of 0.02809767 RUB.

*The foregoing information is disclosed in compliance with the Securities Act of the Russian Federation.*

For further information, please contact INTER RAO UES:

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Irina Makarenko	Head of Investor Relations	+7 495 967-05-27 (ext. 2008) makarenko_ia@interrao.ru
Anton Nazarov	Head of Public Relations	+7 495 967-05-27 (ext. 2208) nazarov_aa@interrao.ru
Svetlana Chuchaeva	Head of Corporate Relations	+7 495 967-05-27 (ext.2081) chuchaeva_sy@interrao.ru

**INTER RAO UES** is a diversified utilities holding headquartered in Moscow and managing assets in different countries. The company produces and sells electric energy and heat, trades energy on the international market, and engineers, designs and builds generating assets. INTER RAO UES Group owns and operates approximately 32,000 MW of installed power generating capacity. INTER RAO UES corporate strategy is focused on making the company a global energy enterprise and a key player in the international energy market.

For further information see [www.interrao.ru](http://www.interrao.ru)

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**Split-up of INTER RAO UES' subsidiary with simultaneous accession of a created company to INTER RAO UES**

**Moscow, November 07, 2012** - Open Joint Stock Company "INTER RAO UES" ("INTER RAO UES", "Company", ticker on MICEX-RTS, LSE (Reg. S): IRAO; on LSE (Rule 144 A): IRAA), the largest diversified utilities holding in Russia, announces that on November 06, 2012 the Russian legal entities' registration authority has registered reorganization of INTER RAO UES' subsidiary (OJSC "Bashkirenergo") in the form of a split-up into 2 newly created companies: Joint Stock Company «Bashkirian Power Grid Company» and JSC "Bashenergoaktiv" and simultaneous accession of JSC "Bashenergoaktiv" to INTER RAO UES. On the said date the legal entities' registration authority has made a record of the termination of OJSC "Bashkirenergo" activity.

Due to the accession of JSC "Bashenergoaktiv" to the Company the Russian legal entities' registration authority has made a record of the termination of JSC "Bashenergoaktiv" activity on the same date.

As a result of the aforesaid split-up and accession the Company's participation interest in JSC "Bashenergoaktiv" and in OJSC "Bashkirenergo" has decreased to 0%.

Furthermore, in accordance with a split-off balance sheet of OJSC "Bashkirenergo" INTER RAO UES became a sole participant of LLC "Bashkirian Generation Company" upon accession of JSC "Bashenergoaktiv" to INTER RAO UES.

*The foregoing information is disclosed in compliance with the Securities Act of the Russian Federation.*

For further information, please contact INTER RAO UES:

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