

Zyuzin Igor
Form SC 13G
February 15, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

MECHEL STEEL GROUP OAO

(Name of Issuer)

COMMON SHARES, PAR VALUE 10 RUSSIAN RUBLES PER SHARE

(Title of Class of Securities)

583840103

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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The information required in 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 (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. 583840103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Igor V. Zyuzin
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) ý
3. SEC Use Only
4. Citizenship or Place of Organization
Russian Federation
5. Sole Voting Power
-0-
6. Shared Voting Power
351,528,339
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
351,528,339
9. Aggregate Amount Beneficially Owned by Each Reporting Person
351,528,339
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
84.4%
12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Vladimir F. Iorich
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) ý
3. SEC Use Only
4. Citizenship or Place of Organization
Federal Republic of Germany
5. Sole Voting Power
-0-
6. Shared Voting Power
351,528,339
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
351,528,339
9. Aggregate Amount Beneficially Owned by Each Reporting Person
351,528,339
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
84.4%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Conares Holding AG
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Switzerland
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
101,852,561 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
101,852,561 |
| | 8. | Shared Dispositive Power
-0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
101,852,561
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
24.5%
12. Type of Reporting Person (See Instructions)
CO

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1. Names 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. Citizenship or Place of Organization
Russian Federation
- | | | |
|---|----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
43,061,257 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
43,061,257 |
| | 8. | Shared Dispositive Power
-0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
43,061,257
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
10.3%
12. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Britta Investments Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
British Virgin Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
60,320,703

6. Shared Voting Power
-0-

7. Sole Dispositive Power
60,320,703

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
60,320,703

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
14.5%

12. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Steel Consulting LLP
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United Kingdom
 5. Sole Voting Power
60,320,703
 6. Shared Voting Power
-0-
 7. Sole Dispositive Power
60,320,703
 8. Shared Dispositive Power
-0-
 9. Aggregate Amount Beneficially Owned by Each Reporting Person
60,320,703
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
14.5%
 12. Type of Reporting Person (See Instructions)
PN
- Number of Shares Beneficially Owned by Each Reporting Person With

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Item 1.

- (a) Name of Issuer
Mechel Steel Group OAO
- (b) Address of Issuer's Principal Executive Offices
Krasnopresnenskaya Naberezhnaya 12
Moscow 123610
Russian Federation

Item 2.

- (a) Name of Person Filing
Igor V. Zyuzin
Vladimir F. Iorich
Conares Holding AG
MetHol OOO
Britta Investments Limited
Steel Consulting LLP
- (b) Address of Principal Business Office or, if none, Residence
Igor V. Zyuzin
Krasnopresnenskaya Naberezhnaya 12
Moscow 123610
Russian Federation
Vladimir F. Iorich
Krasnopresnenskaya Naberezhnaya 12
Moscow 123610
Russian Federation
Conares Holding AG
Dammstrasse 19
Zurich 6300
Switzerland
MetHol OOO
1st Schipkovsky per., d. 3
Moscow 113093
Russian Federation

- Britta Investments Limited
Pasea Estate
Road Town, Tortola
British Virgin Islands
Steel Consulting LLP
Rotherwick House
3 Thomas More Street
London E1W 1YX
United Kingdom
- (c) Citizenship
See Item 4 of each cover page.
- (d) Title of Class of Securities
Common Shares, par value 10 Russian rubles per share
- (e) CUSIP Number
583840103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Each of Mr. Igor V. Zyuzin ("Mr. Zyuzin"), Mr. Vladimir F. Iorich ("Mr. Iorich"), Conares Holding AG ("Conares"), MetHol OOO ("MetHol") and Britta Investments Limited ("Britta") acquired their respective holdings of common shares (the "Shares") of Mechel Steel Group OAO (the "Issuer") prior to the Issuer's initial public offering on November 3, 2004.

As of December 31, 2004, Mr. Zyuzin was the record owner of 81,776,632 Shares, Mr. Iorich was the record owner of 64,517,186 Shares, Conares was the record owner of 101,852,561 Shares, MetHol was the record owner of 43,061,257 Shares and Britta was the record owner of 60,320,703 Shares.

Each of Mr. Zyuzin and Mr. Iorich owns 50% of Conares. As a result, Mr. Zyuzin and Mr. Iorich beneficially own all Shares held of record by Conares.

Mr. Zyuzin owns all of the outstanding equity interests of MetHol, and in such capacity beneficially owns all Shares held of record by MetHol.

Steel Consulting LLP (Steel) owns all of the equity interests of Britta, and in such capacity beneficially owns all Shares held of record by Britta. Mr. Iorich

owns 99% of the equity interests of Steel, and in such capacity Mr. Iorich beneficially owns all Shares held of record by Britta.

Mr. Zyuzin and Mr. Iorich have entered into an Ownership, Control and Voting Agreement dated as of August 1, 1995 pursuant to which they have agreed, among other things, that Mr. Zyuzin and Mr. Iorich shall jointly make all decisions with respect to the voting and disposition of the Shares beneficially owned by each of them. All of the Shares directly owned by Mr. Zyuzin, Mr. Iorich, Conares, MetHol and Britta are covered by the Agreement, and therefore Mr. Zyuzin and Mr. Iorich share voting and dispositive power over such Shares.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

See Item 4 above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

See Item 4 above.

Item 8.

Identification and Classification of Members of the Group

See Item 4 above. As a result of the Agreement, the reporting persons may be deemed to be a group with respect to their respective holdings of Shares. The reporting persons do not affirm the existence of such a group.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

/s/ Igor V. Zyuzin
Igor V. Zyuzin

/s/ Vladimir F. Iorich
Vladimir F. Iorich

CONARES HOLDING AG

By: /s/ Armand Ineichen
Name: Armand Ineichen
Its: Director

METHOL OOO

By: /s/ Vadim Kirzhetskii
Name: Vadim Kirzhetskii
Its: General Director

BRITTA INVESTMENTS LIMITED

By: /s/ Leslie Barkema
Name: Leslie Barkema
Its: President

By: /s/ Itzel De Blanco
Name: Itzel De Blanco
Its: Treasurer and Secretary

STEEL CONSULTING LLP

By: /s/ Vladimir Iorich
Name: Vladimir Iorich
Its: General Partner

EXHIBIT INDEX

Exhibit A - Joint Filing Agreement

JOINT FILING AGREEMENT

We, the signatories of the statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

Date: February 14, 2005

/s/ Igor V. Zyuzin
Igor V. Zyuzin

/s/ Vladimir F. Iorich
Vladimir F. Iorich

CONARES HOLDING AG

By: /s/ Armand Ineichen
Name: Armand Ineichen
Its: Director

METHOL OOO

By: /s/ Vadim Kirzhetskii
Name: Vadim Kirzhetskii
Its: General Director

BRITTA INVESTMENTS LIMITED

By: /s/ Leslie Barkema
Name: Leslie Barkema
Its: President

By: /s/ Itzel De Blanco
Name: Itzel De Blanco
Its: Treasurer and Secretary

STEEL CONSULTING LLP

By: /s/ Vladimir Iorich
Name: Vladimir Iorich
Its: General Partner