SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Nebius Group N.V.

(Name of Issuer)

Class A Ordinary Shares

(Title of Class of Securities)

N97284108

(CUSIP Numbers)

07/13/2026

(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)

SCHEDULE 13G

CUSIP Number(s):	N97284108

1	**Names of Reporting Persons** NVIDIA Corporation
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** DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5 **Sole Voting Power:** 22,256,412.00 6 **Shared Voting Power:** 0.00 7 **Sole Dispositive Power:** 22,256,412.00 8 **Shared Dispositive Power:** 0.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 22,256,412.00
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐
11	**Percent of class represented by amount in row (9)** 9.3 %
12	**Type of Reporting Person (See Instructions)** CO

Comment for Type of Reporting Person: The 22,256,412 Class A ordinary shares reported herein consist of (i) 1,190,476 Class A ordinary shares as previously reported by NVIDIA Corporation ("NVIDIA") on its Form 13F for the quarter ended March 31, 2026 and (ii) 21,065,936 Class A ordinary shares issuable upon exercise of a pre-funded Class A ordinary share purchase warrant (the "Warrant") acquired by NVIDIA on March 11, 2026 pursuant to a Securities Purchase Agreement, by and between NVIDIA and Nebius Group N.V. NVIDIA is currently prohibited from exercising the Warrant prior to September 11, 2026 and is prohibited from selling the shares underlying the Warrant prior to September 11, 2026. In accordance with the rules of the Securities and Exchange Commission, because the Warrant may be exercised within 60 days of July 13, 2026, NVIDIA may be deemed to beneficially own the Class A ordinary shares issuable upon exercise of the Warrant as of such date.

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Nebius Group N.V.

(b) Address of issuer's principal executive offices:

Schiphol Boulevard 165, Schiphol P7, Netherlands, 1118 BG

Item 2.

(a) Name of person filing:

NVIDIA Corporation

(b) Address or principal business office or, if none, residence:

2788 San Tomas Expressway, Santa Clara, California 95051

(c) Citizenship:

Delaware

(d) Title of class of securities:

Class A Ordinary Shares

(e) **CUSIP No.:**

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) ☐ **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**

(k) ☐ **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. **Ownership**

(a) **Amount beneficially owned:**

See Row 9 of cover page for the Reporting Person.

(b) **Percent of class:**

See Row 11 of cover page for the Reporting Person.

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

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

See Row 5 of cover page for the Reporting Person.

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

See Row 6 of cover page for the Reporting Person.

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

See Row 7 of cover page for the Reporting Person.

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

See Row 8 of cover page for the Reporting Person.

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

Not Applicable

Item 6. **Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

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

Not Applicable

Item 8. **Identification and Classification of Members of the Group.**

Not Applicable

Item 9. **Notice of Dissolution of Group.**

Not Applicable

Item 10. **Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable 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.

NVIDIA Corporation

Signature:	**/s/ Rebecca Peters**
Name/Title:	**Rebecca Peters/Vice President, Deputy General Counsel and Assistant Secretary**
Date:	**07/20/2026**