

Patni Computer Systems LTD
Form SC 13D/A
November 22, 2011
CUSIP No. 703248203

Page 1 of 10 Pages

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Patni Computer Systems Limited
(Name of Issuer)

Equity Shares, par value Rs. 2 per share

American Depositary Shares, evidenced by American Depositary Receipts, each representing one Equity Share
(Title of Class of Securities)

703248203**
(CUSIP Number)

Mukund Srinath

Senior Vice President - Legal & Corporate Secretary

iGATE Corporation

6528 Kaiser Drive

Fremont, CA 94555

(510) 896-3015

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

Copies of communications to:

Joshua N. Korff, Esq.

Michael Kim, Esp.

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10012-4675

Telephone: (212) 446-4800

November 16, 2011

(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 which 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.

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- * 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 CUSIP applies to the American Depositary Shares. No CUSIP has been assigned to the Equity Shares.
- 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 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)

CUSIP No. 703248203

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Pan-Asia iGATE Solutions
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 95,339,768*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER

PERSON

WITH

95,339,768*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,339,768*

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 71.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

* Includes 20,161,867 American Depositary Shares held by Pan-Asia iGATE Solutions (iGATE Mauritius), representing 20,161,867 Equity Shares of Patni Computer Systems Limited, a company organized under the laws of the Republic of India (Patni), held by the Bank of New York Mellon as depositary, issued under a restricted American Depositary Receipts facility established on July 15, 2002 (the Restricted ADSs). In addition, iGATE Mauritius owns 75,177,901 Equity Shares of Patni directly.

CUSIP No. 703248203

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 iGATE Global Solutions Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

India

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 14,750,947*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER

PERSON

WITH

14,750,947*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,750,947*

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 11.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

* iGATE Global Solutions Limited (iGS) owns 14,750,947 Equity Shares of Patni directly.

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Page 4 of 10 Pages

1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 iGATE Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 110,090,715*
EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER
PERSON

WITH 110,090,715*
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,090,715*

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 82.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

* iGATE Mauritius and iGS are affiliates of iGATE Corporation. Includes 20,161,867 Restricted ADSs held by iGATE Mauritius, representing 20,161,867 Equity Shares of Patni, held by the Bank of New York Mellon as depository. In addition, iGATE Mauritius owns 75,177,901 Equity Shares and iGS holds 14,750,947 Equity Shares of Patni directly.

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 iGATE Holding Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 110,090,715*
EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER
PERSON

WITH 110,090,715*
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,090,715*

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14 82.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 iGATE Technologies Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 95,339,768*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER

PERSON

WITH

95,339,768*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,339,768*

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14 71.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

* iGATE Mauritius is an affiliate of iGATE Technologies Inc. Includes 20,161,867 Restricted ADSs held by iGATE Mauritius, representing 20,161,867 Equity Shares of Patni, held by the Bank of New York Mellon as depository. In addition, iGATE Mauritius owns 75,177,901 Equity Shares and iGS holds 14,750,947 Equity Shares of Patni directly.

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1 NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 iGATE Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a) x (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

5 WC, OO
CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

7 SOLE VOTING POWER
NUMBER OF

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 14,750,947*
EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER
PERSON

WITH 14,750,947*
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,750,947*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 11.0%
TYPE OF REPORTING PERSON (see Instructions)

CO

* iGS is an affiliate of iGATE Inc. iGS owns 14,750,947 Equity Shares of Patni directly.

EXPLANATORY STATEMENT

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned. Such Schedule 13D is hereby amended as follows:

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On November 16, 2011, iGATE Corporation issued a press release, attached hereto as Exhibit 9, announcing its intention to commence a process that could lead to the delisting of its majority-owned subsidiary, Patni Computer Systems Limited.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following as exhibit:

Exhibit 9 Press release of iGATE Corporation dated November 16, 2011 (incorporated by reference to Exhibit 99.1 to iGATE's Form 8-K filed with the Securities and Exchange Commission on November 16, 2011).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

iGATE CORPORATION¹

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Senior Vice President Legal & Corporate Secretary

Date: November 22, 2011

iGATE GLOBAL SOLUTIONS LIMITED

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Senior Vice President Legal & Company Secretary

PAN-ASIA iGATE SOLUTIONS

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Authorized Signatory

iGATE HOLDING CORPORATION

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Secretary

¹ This Amendment is being filed jointly by the Reporting Persons pursuant to the Joint Filing Agreement dated May 20, 2011 and included with the signature page to the Reporting Persons Schedule 13D filed with respect to the Issuer on May 20, 2011 as Exhibit 1 and incorporated by reference herein.

iGATE TECHNOLOGIES INC.

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Secretary

iGATE INC.

By: /s/ Mukund Srinath
Name: Mukund Srinath
Title: Secretary