

Venkatesan Sundarraj
Form 4
October 10, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Venkatesan Sundarraj

(Last) (First) (Middle)

SYNTEL, LIMITED, UNIT NO.
112, SDF IV, SEEPZ, ANDHERI
(E)

(Street)

MUMBAI, K7 400 096

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYNTEL INC [SYNT]

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/09/2018		D	(A) or (D) Amount 19,484 (1)	\$ 41 (1)	2,800 (2)	D
Common Stock	10/09/2018		D	(A) or (D) Amount 2,800 (2)	(2) 0		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Venkatesan Sundarraj SYNTEL, LIMITED, UNIT NO. 112 SDF IV, SEEPZ, ANDHERI (E) MUMBAI, K7 400 096			Senior Vice President	

Signatures

Byron S. Collier on behalf of Sundarraj
Venkatesan

10/10/2018

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The number of securities reported represents (i) 10,654 shares of Common Stock of Syntel, Inc. (the "Issuer"), and (ii) 8,830 restricted stock units of the Issuer ("Issuer RSUs"), which were granted on or before July 20, 2018 and held by the reporting person. These shares were disposed of in the merger described in the Agreement and Plan of Merger, dated as of July 20, 2018 (the "Merger Agreement"), among Atos S.E. ("Atos"), the Issuer and Green Merger Sub Inc.

(2) Represents Issuer RSUs granted after July 20, 2018 and outstanding as of the effective time of the Merger and were converted into restricted stock units denominated in shares of Atos common stock at the effective time of the merger, pursuant to the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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