

SYNTEL INC  
Form SC 13D/A  
October 09, 2018

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

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Syntel, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

87162H103  
(CUSIP Number)

Alexandre Menais  
EVP M&A  
and General Counsel  
Atos S.E.  
River Ouest  
80 Quai Voltaire, 95877 Bezons, France

with a copy to:

Jaclyn L. Cohen, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8000

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

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October 9, 2018  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

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 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, as amended ("Securities Exchange Act") or otherwise subject to the liabilities of that section of the Securities Exchange Act but shall be subject to all other provisions of the Securities Exchange Act (however, see the Notes).

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CUSIP No. 87162H103

1 NAME OF REPORTING PERSON  
Atos S.E.

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (SEE (a)  
INSTRUCTIONS)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

France

7 SOLE VOTING POWER  
100 (See item 4)

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
100 (See item 4)

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH

REPORTING PERSON

100 (see Item 4)

12

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100%

14

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

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SCHEDULE 13D

This Amendment No. 1 to Schedule 13D (this "Amendment") relates to shares of common stock, no par value (the "Common Stock") of Syntel, Inc., a Michigan corporation (the "Issuer"), and amends the initial statement on Schedule 13D filed on July 30, 2018 (the "Original 13D" and, together with this Amendment, the "13D"). Unless otherwise specified, capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Original 13D.

On October 9, 2018, Atos S.E., a société européenne (European company) organized under the laws of France ("Atos") and Green Merger Sub, Inc., a Michigan corporation and indirect wholly-owned subsidiary of Atos ("Merger Sub"), completed the transactions contemplated by the Agreement and Plan of Merger, dated as of July 20, 2018, by and among the Issuer, Atos and Merger Sub (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger as an indirect wholly-owned subsidiary of Atos (the "Surviving Corporation") and Merger Sub ceasing to exist following the Merger.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

Closing of the Merger

At the effective time of the Merger, each share of Common Stock issued and outstanding immediately prior to the effective time of the Merger was cancelled and converted into the right to receive the Merger Consideration. Further, at the effective time of the Merger, the 100 shares of common stock, no par value per share, of Merger Sub that were issued and outstanding immediately prior to the effective time of the Merger were converted into and became 100 shares of common stock, no par value per share, of the Surviving Corporation.

In connection with the closing of the Merger, each share of Common Stock that previously traded under the stock symbol "SYNT", ceased trading on, and are being delisted from, the NASDAQ Global Select Market.

In connection with the Merger, each member of the Board of Directors of the Issuer (the "Issuer Board") resigned from the Issuer Board, including any committee thereof. At the effective time of the Merger, the board of directors of Merger Sub immediately prior to the effective time of the Merger became the board of directors of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby supplemented as follows:

The responses of the Reporting Person to rows (7) through (13) of the cover page to this Schedule 13D are incorporated by reference in this Item 5 as if fully set forth herein.

(a) and (b) As a result of the Merger and pursuant to the Merger Agreement, (i) Atos acquired and, for purposes of Rule 13d-3 under the Exchange Act, beneficially owns 100% of the outstanding shares of Common Stock of the Issuer; and (ii) Atos has sole power to vote and dispose of 100% of such shares.

(c) Except for the Merger Agreement, to the knowledge of Atos, no transactions in the class of securities reported have been effected during the past 60 days by any person named in Annex A or Item 5(a).

(d) To the knowledge of Atos, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported herein.

(e) Inapplicable.

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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.

Dated as October 9, 2018

ATOS S.E.

By: /s/ Alexandre Menais

Name: Alexandre Menais

Title: EVP M&A and General Counsel

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