

SYNTEL INC
Form SC 13D/A
November 21, 2017

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

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Syntel, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

87162H103

(CUSIP Number)

R. S. Ramdas

1001 Brickell Bay Drive, Suite 3102/8

Miami, FL 33131

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

November 14, 2017

(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 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 (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.)

CUSIP No. 87162H103

1. Name of Reporting Persons

Neerja Sethi

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

N/A

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of

shares 16,399,716*
8. Shared Voting Power

beneficially

owned by 4,599,099**
each 9. Sole Dispositive Power

reporting

person 16,399,716*
10. Shared Dispositive Power

with:

4,599,099**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

20,998,815* **

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

25.3%

14. Type of Reporting Person

IN

* Neerja Sethi disclaims beneficial ownership of 4,100 shares held by various educational trusts for which Neerja Sethi is the sole trustee.

** The common stock with respect to which Neerja Sethi shares voting and dispositive power includes (i) 150,000 shares held by the BD Trust dated May 17, 1997 III (Trust III), (ii) 150,000 shares held by the BD Trust dated May 17, 1997 IV (Trust IV), (iii) 2,719,571 shares held by a family private charitable foundation (Foundation I), and (iv) 1,579,528 shares held by a second family private charitable foundation (Foundation II). Neerja Sethi is a co-trustee of each of the trusts and a director of each of the charitable foundations. Neerja Sethi disclaims beneficial ownership of the 4,599,099 shares held by Trust III, Trust IV, Foundation I, and Foundation II.

This Amendment No. 11 amends the Schedule 13D filed with the Securities and Exchange Commission on January 7, 2005, as amended by Amendment No. 1 filed on February 14, 2005, Amendment No. 2 filed on January 9, 2006, Amendment No. 3 filed on February 15, 2006, Amendment No. 4 filed on August 15, 2011, Amendment No. 5 filed on March 1, 2013, Amendment No. 6 filed on June 10, 2013, Amendment No. 7 filed on September 18, 2015, Amendment No. 8 filed on November 22, 2016, Amendment No. 9 filed on December 27, 2016, and Amendment No. 10 filed on September 6, 2017 on behalf of Neerja Sethi (the Schedule 13D). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D, as amended.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a) As of the date of this Amendment No. 11, Neerja Sethi is deemed to beneficially own an aggregate of 20,998,815 shares of Common Stock, which represents approximately 25.3% of the outstanding shares of Common Stock, based on the number of shares of Common Stock outstanding on September 30, 2017, as reported in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 30, 2017 (file No. 0-22903). Neerja Sethi disclaims beneficial ownership of an aggregate of 4,599,099 shares held by Trust III, Trust IV, Foundation I, and Foundation II for each of which Neerja Sethi acts as either a co-trustee or a director, as well as 4,100 shares held by various educational trusts for which Neerja Sethi is the sole trustee.

(b) Neerja Sethi has sole power to vote, direct the vote, dispose or to direct the disposition over 16,399,716 shares of Common Stock, and shared power to vote, direct the vote, dispose or to direct the disposition over 4,599,099 shares of Common Stock.

With regard to Trust III and Trust IV, Neerja Sethi shares the power to vote, direct the vote, dispose or to direct the disposition with Rakesh Vij, as co-trustees. Rakesh Vij owns a household products trading company, RK International Inc., 5607 Hartsdale Dr., Houston, Texas 77036, which is also Rakesh Vij's business address. During the past five years, Rakesh Vij has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or (iii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction finding any violation with respect to federal or state securities laws. Rakesh Vij is a citizen of the United States of America.

With regard to Foundation I and Foundation II, Neerja Sethi shares the power to vote, direct the vote, dispose, or to direct the disposition of the Common Stock with Bharat Desai, Saahill Desai, and Pia Desai, with all four serving as directors of both foundations. Bharat Desai is a director and Co-Chairman of Syntel, Inc., 525 E. Big Beaver Rd., Suite 300, Troy, Michigan 48083 and has a business address of 1001 Brickell Bay Drive, Suite 3102, Miami, Florida 33131. Saahill Desai is self-employed with a business address of 1001 Brickell Bay Drive, Suite 3102/8, Miami, Florida 33131. Pia Desai is employed by DS Advisors LLC, an investment consulting firm, 1001 Brickell Bay Drive, Suite 3102/8, Miami, Florida 33131, which is also Pia Desai's business address. During the past five years, neither Bharat Desai, Saahill Desai, nor Pia Desai have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or (iii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction finding any violation with respect to federal or state securities laws. Bharat Desai, Saahill Desai, and Pia Desai are each citizens of the United States of America.

(c) During the period September 6, 2017 until November 20, 2017, Foundation I sold 1,198,130 shares of Common Stock as required under the U.S. Tax Code. Foundation II sold 135,697 shares of Common Stock during the period September 6, 2017 to November 20, 2017. Neerja Sethi is a director of Foundation I and a director of Foundation II, each of which hold shares of Common Stock and, as a director, currently has the shared power to vote, direct the vote, dispose, or to direct the disposition of 2,719,571 shares of Common Stock held by Foundation I and 1,579,528 shares of Common Stock held by Foundation II.

(d) Not applicable.

(e) Not applicable.

Signatures

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: November 21, 2017

/s/ Neerja Sethi
Neerja Sethi