

Patni Computer Systems LTD
Form SC 13D/A
December 02, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No.3)*

Patni Computer Systems Limited
(Name of Issuer)

Equity Shares
American Depositary Shares
(Title of Class of Securities)

703248203
(CUSIP Number)

Stephen M. Schultz, Esq.
Kleinberg, Kaplan, Wolff & Cohen, P.C.
551 Fifth Avenue, New York, New York 10176
Tel: (212) 986-6000

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

November 29, 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.

*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 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).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Elliott Associates, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [x]
(b) []
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
4,204,169
 8. SHARED VOTING POWER
0
 9. SOLE DISPOSITIVE POWER
4,204,169
 10. SHARED DISPOSITIVE POWER
0
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,204,169
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.1%
 14. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Elliott International, L.P.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [x]
(b) []
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands, British West Indies
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
7,807,740
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
7,807,740
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,807,740
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.8%
 14. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Elliott International Capital Advisors Inc.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [x]
(b) []
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
OO
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
7,807,740
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
7,807,740
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,807,740
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.8%
 14. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This statement is filed with respect to equity shares with a par value of Rs. 2 each (the "Common Stock"), of Patni Computer Systems Limited (the "Issuer"), beneficially owned by Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott"), Elliott International, L.P. and its wholly-owned subsidiaries (collectively, "Elliott International") and Elliott International Capital Advisors Inc. ("EICA")(collectively, the "Reporting Persons") as of December 2, 2011 and amends and supplements the Schedule 13D filed on October 26, 2011, as previously amended (collectively, the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

ITEM 3. Source and Amount of Funds or Other Consideration.

Elliott Working Capital \$33,120,938

Elliott International Working Capital \$61,194,846

ITEM 5. Interest in Securities of the Issuer.

(a) Elliott individually beneficially owns 4,204,169 shares of Common Stock. The 4,204,169 shares of Common Stock individually beneficially owned by Elliott constitute 3.1% of the outstanding shares of Common Stock. The 4,204,169 shares of Common Stock individually beneficially owned by Elliott consist of: (i) 3,476,843 shares of Common Stock held by Mansfield (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott, and (ii) 363,663 American Depositary Shares ("ADS") held by The Liverpool Limited Partnership, a Bermuda limited partnership and wholly-owned subsidiary of Elliott ("Liverpool"), representing 727,326 shares of Common Stock.

Elliott International and EICA beneficially own an aggregate of 7,807,740 shares of Common Stock, which constitute 5.8% of all of the outstanding shares of Common Stock. The 7,807,740 shares consist of: (I) 6,456,994 shares of Common Stock held by Suffolk (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott International, and (II) 675,373 ADSs representing 1,350,746 shares of Common Stock.

Collectively, Elliott, Elliott International and EICA beneficially own 12,011,909 shares of Common Stock constituting 8.9% of all of the outstanding Shares.

(b) Elliott has the power to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock beneficially owned by it.

Elliott International has the shared power with EICA to vote or direct the vote of, and to dispose or direct the disposition of, the shares of Common Stock owned by Elliott International. Information regarding each of Elliott International and EICA is set forth in Item 2 of this Schedule 13D and is expressly incorporated by reference herein.

(c) The transactions effected by the Reporting Persons during the past sixty (60) days other than those previously disclosed in this Schedule 13D are set forth on Schedule 1 attached hereto.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

None of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

ITEM 7. Material to be Filed as Exhibits.

Exhibit A - Joint Filing Agreement (previously filed)

Schedule 1 - Transactions of the Reporting Persons Effected During the Past 60 Days

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information with respect to it set forth in this statement is true, complete and correct.

Dated: December 2, 2011

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg

Elliot Greenberg

Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc.,

as Attorney-in-Fact

By: /s/ Elliot Greenberg

Elliot Greenberg

Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg

Elliot Greenberg

Vice President

SCHEDULE 1

Transactions of the Reporting Persons Effected During the Past 60 Days other than those previously disclosed in this Schedule 13D

The following transactions were effected by Mansfield (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott Associates, L.P.:

| Date | Security | Amount of Shs. Bought (Sold) | Approx. Price per Share (excl. of commissions) |
|-------------|----------|---------------------------------------|--|
| 29-Nov-2011 | ES | 254,611 | 446.205529 Rs |
| 28-Nov-2011 | ES | 235,898 | 446.211036 Rs |
| 25-Nov-2011 | ES | 11,689 | 444.299054 Rs |
| 24-Nov-2011 | ES | 10,772 | 441.039481 Rs |
| 23-Nov-2011 | ES | 21,847 | 427.242580 Rs |
| 22-Nov-2011 | ES | 45,956 | 429.571977 Rs |
| 22-Nov-2011 | ES | 27,190 | 429.697663 Rs |

The following transactions were effected by The Liverpool Limited Partnership, a Bermuda limited partnership and wholly-owned subsidiary of Elliott Associates, L.P.:

| Date | Security | Amount of Shs. Bought (Sold) | Approx. Price per Share (excl. of commissions) |
|-------------|----------|---------------------------------------|---|
| 29-Nov-2011 | ADS | 134 | US\$17.100000 |
| 28-Nov-2011 | ADS | 10,818 | US\$17.098300 |

ES = Equity Share

ADS = American Depositary Share

All of the above transactions were effected on the open market.

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The following transactions were effected by Suffolk (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott International, L.P:

| Date | Security | Amount of Shs. Bought (Sold) | Approx. Price per Share (excl. of commissions) |
|-------------|----------|------------------------------|--|
| 29-Nov-2011 | ES | 57,460 | 446.196230 Rs |
| 29-Nov-2011 | ES | 415,389 | 446.205528 Rs |
| 28-Nov-2011 | ES | 3,995 | 446.216195 Rs |
| 28-Nov-2011 | ES | 434,102 | 446.211033 Rs |
| 25-Nov-2011 | ES | 13,214 | 444.299082 Rs |
| 25-Nov-2011 | ES | 8,494 | 443.713096 Rs |
| 24-Nov-2011 | ES | 20,005 | 441.039492 Rs |
| 23-Nov-2011 | ES | 40,574 | 427.242581 Rs |
| 22-Nov-2011 | ES | 85,347 | 429.571978 Rs |
| 22-Nov-2011 | ES | 22,168 | 429.971827 Rs |
| 22-Nov-2011 | ES | 28,325 | 429.697667 Rs |

The following transactions were effected by Elliott International, L.P.:

| Date | Security | Amount of Shs. Bought (Sold) | Approx. Price per Share (excl. of commissions) |
|-------------|----------|------------------------------|--|
| 29-Nov-2011 | ADS | 249 | US\$17.100000 |
| 28-Nov-2011 | ADS | 21,977 | US\$17.098300 |
| 25-Nov-2011 | ADS | | |

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17,842 US\$16.962000

23-Nov-2011 ADS 35,000 US\$16.534200

22-Nov-2011 ADS 1,801 US\$16.398900

ES = Equity Share

ADS = American Depositary Share

All of the above transactions were effected on the open market.