

Patni Computer Systems LTD
Form SC 13D/A
February 15, 2012

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.4)*

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)

February 9, 2012
(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
4,709,859
 8. SHARED VOTING POWER
0
 9. SOLE DISPOSITIVE POWER
4,709,859
 10. SHARED DISPOSITIVE POWER
0
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,709,859
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.5%
 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
8,746,880
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
8,746,880
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,746,880
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.5%
 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
8,746,880
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
8,746,880
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,746,880
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.5%
 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 February 9, 2012 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 | \$38,412,216 |
|-------------------------|--------------|

| | |
|---------------------------------------|--------------|
| Elliott International Working Capital | \$70,802,194 |
|---------------------------------------|--------------|

ITEM 5. Interest in Securities of the Issuer.

(a) Elliott individually beneficially owns 4,709,859 shares of Common Stock. The 4,709,859 shares of Common Stock individually beneficially owned by Elliott constitute 3.5% of the outstanding shares of Common Stock. The 4,709,859 shares of Common Stock individually beneficially owned by Elliott are held by Mansfield (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott.

Elliott International and EICA beneficially own an aggregate of 8,746,880 shares of Common Stock, which constitute 6.5% of all of the outstanding shares of Common Stock. The 8,746,880 shares are held by Suffolk (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott International.

Collectively, Elliott, Elliott International and EICA beneficially own 13,456,739 shares of Common Stock constituting 9.9% 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 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: February 15, 2012

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) |
|-------------|----------|---------------------------------------|--|
| 10-Feb-2012 | ES | 2,476 | 471.370771 Rs |
| 10-Feb-2012 | ES | 4,341 | 471.241417 Rs |
| 09-Feb-2012 | ES | 17,541 | 470.766862 Rs |
| 09-Feb-2012 | ES | 5,209 | 471.329545 Rs |
| 08-Feb-2012 | ES | 5,910 | 471.324584 Rs |
| 08-Feb-2012 | ES | 4,646 | 471.269488 Rs |
| 07-Feb-2012 | ES | 10,000 | 468.275800 Rs |
| 07-Feb-2012 | ES | 9,250 | 468.998095 Rs |
| 06-Feb-2012 | ES | 7,000 | 467.865243 Rs |
| 06-Feb-2012 | ES | 4,550 | 467.814145 Rs |
| 03-Feb-2012 | ES | 17,500 | 467.886522 Rs |
| 02-Feb-2012 | ES | 9,000 | 466.293322 Rs |
| 02-Feb-2012 | ES | 8,819 | 466.267864 Rs |
| 01-Feb-2012 | ES | 1,855 | 466.353235 Rs |
| 01-Feb-2012 | ES | 557 | 466.334129 Rs |
| 31-Jan-2012 | ES | 4,404 | 464.433535 Rs |
| 31-Jan-2012 | ES | 11,000 | 465.542373 Rs |

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| | | | |
|-------------|----|--------|------------------|
| 30-Jan-2012 | ES | 23,000 | 460.396552 Rs |
| 30-Jan-2012 | ES | 5,000 | 458.332270 Rs |
| 27-Jan-2012 | ES | 12,590 | 470.194050 Rs |
| 24-Jan-2012 | ES | 4,688 | 471.273057 Rs |
| 23-Jan-2012 | ES | 5,953 | 471.292436 Rs |
| 20-Jan-2012 | ES | 3,850 | 471.309634 Rs |
| 19-Jan-2012 | ES | 3,352 | 471.359511 Rs |
| 19-Jan-2012 | ES | 745 | 471.284322 Rs |
| 18-Jan-2012 | ES | 8,543 | 470.882856 Rs |
| 18-Jan-2012 | ES | 6,857 | 471.319529 Rs |
| 17-Jan-2012 | ES | 1,398 | 471.336989 Rs |
| 13-Jan-2012 | ES | 1,900 | 470.244958 Rs |
| 12-Jan-2012 | ES | 11,315 | 467.797200 Rs |
| 11-Jan-2012 | ES | 8,785 | 466.310150 Rs |
| 10-Jan-2012 | ES | 13,000 | 466.378450 Rs |
| 05-Jan-2012 | ES | 243 | 451.237490 Rs |
| 04-Jan-2012 | ES | 1,760 | 451.237500 Rs |
| 03-Jan-2012 | ES | 854 | 451.220562 Rs |
| 02-Jan-2012 | ES | 10,968 | 446.630702 Rs |
| 30-Dec-2011 | ES | 19,320 | 447.164601 Rs |

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|-------------|----|---------|------------|----|
| 29-Dec-2011 | ES | 17,331 | 443.979059 | Rs |
| 28-Dec-2011 | ES | 9,529 | 445.584862 | Rs |
| 27-Dec-2011 | ES | 727,325 | 444.643799 | Rs |
| 27-Dec-2011 | ES | 34,044 | 444.251583 | Rs |
| 26-Dec-2011 | ES | 4,438 | 444.211354 | Rs |
| 23-Dec-2011 | ES | 10,186 | 443.915107 | Rs |
| 22-Dec-2011 | ES | 61,132 | 446.066059 | Rs |
| 21-Dec-2011 | ES | 10,272 | 446.215769 | Rs |
| 20-Dec-2011 | ES | 24,430 | 446.157560 | Rs |
| 19-Dec-2011 | ES | 14,681 | 445.989857 | Rs |
| 16-Dec-2011 | ES | 3,120 | 443.853106 | Rs |

ES = Equity 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) |
|-------------|----------|------------------------------|--|
| 10-Feb-2012 | ES | 12,659 | 471.241323 Rs |
| 09-Feb-2012 | ES | 42,250 | 470.766868 Rs |
| 08-Feb-2012 | ES | 19,605 | 471.324556 Rs |
| 07-Feb-2012 | ES | 35,750 | 468.998114 Rs |
| 06-Feb-2012 | ES | 21,450 | 467.814146 Rs |
| 03-Feb-2012 | ES | 4,500 | 467.886491 Rs |
| 03-Feb-2012 | ES | 28,000 | 470.708779 Rs |
| 02-Feb-2012 | ES | 10,736 | 466.353322 Rs |
| 02-Feb-2012 | ES | 22,355 | 466.267900 Rs |
| 01-Feb-2012 | ES | 4,480 | 466.333692 Rs |
| 31-Jan-2012 | ES | 27,073 | 464.433623 Rs |
| 31-Jan-2012 | ES | 1,534 | 466.252934 Rs |
| 30-Jan-2012 | ES | 14,000 | 465.782671 Rs |
| 30-Jan-2012 | ES | 38,000 | 460.396542 Rs |
| 27-Jan-2012 | ES | 22,410 | 470.194063 Rs |
| 27-Jan-2012 | ES | 15,000 | 471.359633 Rs |
| 24-Jan-2012 | ES | 2,330 | 471.273155 Rs |
| 24-Jan-2012 | ES | 195 | 471.289744 Rs |
| 23-Jan-2012 | ES | 2,265 | 471.292640 Rs |
| 23-Jan-2012 | ES | 941 | |

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| | | | |
|-------------|----|--------|------------|
| | | | 471.287673 |
| | | | Rs |
| 20-Jan-2012 | ES | 150 | 471.308800 |
| | | | Rs |
| 20-Jan-2012 | ES | 7,000 | 471.282033 |
| | | | Rs |
| 19-Jan-2012 | ES | 7,610 | 471.283790 |
| | | | Rs |
| 18-Jan-2012 | ES | 28,600 | 470.882831 |
| | | | Rs |
| 17-Jan-2012 | ES | 2,596 | 471.337157 |
| | | | Rs |
| 13-Jan-2012 | ES | 1,228 | 471.370261 |
| | | | Rs |
| 13-Jan-2012 | ES | 2,300 | 470.373548 |
| | | | Rs |
| 12-Jan-2012 | ES | 21,014 | 467.797209 |
| | | | Rs |
| 11-Jan-2012 | ES | 16,315 | 466.334887 |
| | | | Rs |
| 10-Jan-2012 | ES | 24,143 | 466.647002 |
| | | | Rs |
| 05-Jan-2012 | ES | 451 | 451.236896 |
| | | | Rs |
| 04-Jan-2012 | ES | 2,322 | 451.237446 |
| | | | Rs |
| 04-Jan-2012 | ES | 948 | 451.232236 |
| | | | Rs |
| 03-Jan-2012 | ES | 825 | 451.192424 |
| | | | Rs |
| 03-Jan-2012 | ES | 763 | 451.220760 |
| | | | Rs |
| 02-Jan-2012 | ES | 3,207 | 446.436595 |
| | | | Rs |
| 02-Jan-2012 | ES | 17,163 | 446.630679 |
| | | | Rs |
| 30-Dec-2011 | ES | 22,380 | 447.164618 |
| | | | Rs |
| 30-Dec-2011 | ES | 13,500 | 447.437778 |
| | | | Rs |
| 29-Dec-2011 | ES | 29,361 | 443.979055 |
| | | | Rs |
| 29-Dec-2011 | ES | 2,824 | 441.750637 |
| | | | Rs |
| 28-Dec-2011 | ES | 14,222 | 445.584878 |
| | | | Rs |

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| | | | |
|-------------|----|-----------|------------------|
| 28-Dec-2011 | ES | 3,474 | 445.615556 Rs |
| 27-Dec-2011 | ES | 1,350,747 | 444.643800 Rs |
| 27-Dec-2011 | ES | 10,434 | 444.293862 Rs |
| 27-Dec-2011 | ES | 52,789 | 444.251590 Rs |
| 26-Dec-2011 | ES | 6,641 | 444.211182 Rs |
| 26-Dec-2011 | ES | 1,600 | 444.213750 Rs |
| 23-Dec-2011 | ES | 11,392 | 443.915071 Rs |
| 23-Dec-2011 | ES | 7,524 | 443.793163 Rs |
| 22-Dec-2011 | ES | 82,464 | 446.066061 Rs |
| 22-Dec-2011 | ES | 31,068 | 440.973997 Rs |
| 21-Dec-2011 | ES | 7,239 | 446.216292 Rs |
| 21-Dec-2011 | ES | 11,838 | 446.215759 Rs |
| 20-Dec-2011 | ES | 3,482 | 446.216289 Rs |
| 20-Dec-2011 | ES | 41,888 | 446.157574 Rs |
| 19-Dec-2011 | ES | 9,454 | 446.056061 Rs |
| 19-Dec-2011 | ES | 17,802 | 445.989849 Rs |
| 16-Dec-2011 | ES | 2,361 | 445.505273 Rs |
| 16-Dec-2011 | ES | 3,433 | 443.853061 Rs |

ES = Equity Share

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