

LARSEN & TOUBRO LTD /FI
Form SC 13D/A
December 01, 2009

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

**SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*
Satyam Computer Services Limited**

(Name of Issuer)

Common Stock, par value Rs. 2.0 per share

(Title of Class of Securities)

804098101

(CUSIP Number)

N. Hariharan

Company Secretary

Larsen & Toubro Limited

L&T House, Ballard Estate

Mumbai 400 001, India

91-22-67525840

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

With a copy to:

Srinivas S. Kaushik

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022

(212) 446-4800

November 13, 2009

(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 o.

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. 804098101

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NAMES OF REPORTING PERSONS

1

Larsen & Toubro Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

7

NUMBER OF 53,889,300 (See Item 5)

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 53,889,300 (See Item 5)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

53,889,300 (See Item 5)

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.6%* (See Item 5)

TYPE OF REPORTING PERSON

14

HC, CO

* The calculation of this percentage is based upon 1,175,455,935 shares of Common Stock outstanding, as of July 10, 2009, as reported by the Issuer in Exhibit 99.1 to the Form 6-K filed with the Securities and Exchange Commission on July 10, 2009.

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NAMES OF REPORTING PERSONS

1

L&T Capital Company Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0 (See Item 5)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

0 (See Item 5)

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0 * (See Item 5)

TYPE OF REPORTING PERSON

14

CO

* The calculation of this percentage is based upon 1,175,455,935 shares of Common Stock outstanding, as of July 10, 2009, as reported by the Issuer in Exhibit 99.1 to the Form 6-K filed with the Securities and Exchange Commission on July 10, 2009.

This Amendment No. 3 to Schedule 13D amends the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the Securities and Exchange Commission (the Commission) on February 6, 2009 and amended by Amendment No. 1 and Amendment No. 2 (the Schedule 13D), relating to the shares of common stock, par value Rs. 2.0 per share (the Common Stock), of Satyam Computer Services Limited, a corporation organized under the laws of the Republic of India (the Issuer), with principal executive offices at Satyam Infocity, Unit 12, Plot No. 35/36, Hi-tech City layout, Survey No. 64, Madhapur Hyderabad 500 081, Andhra Pradesh, India. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Schedule 13D. Except as expressly set forth herein, there have been no changes to the information set forth in the Schedule 13D.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following:

On November 13, 2009, the Reporting Persons sold 27,243,414 shares of Common Stock at a price of Rs. 112.52 per share.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended to add the following:

(a)-(b) As of the date hereof, the Reporting Persons beneficially own 53,889,300 shares of Common Stock, which represents approximately 4.6% of the issued and outstanding Common Stock of the Issuer. All of these shares are directly owned by L&T. The calculation of this percentage is based upon 1,175,455,935 shares of Common Stock outstanding, as of July 10, 2000, as reported by the Issuer in Exhibit 99.1 to the Form 6-K filed with the Commission on July 10, 2009.

(c) On November 13, 2009, the Reporting Persons sold 27,243,414 shares of Common Stock at a price of Rs. 112.52 per share on the open market.

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.

Date: November 30, 2009

LARSEN & TOUBRO LIMITED

By: /s/ N. Hariharan

Name:

N. Hariharan

Title: Company Secretary

L&T CAPITAL COMPANY LIMITED

By: /s/ P.S. Kapoor

Name:

P. S. Kapoor

Title: Company Secretary