

Edgar Filing: SYNTEL INC - Form S-8

SYNTEL INC  
Form S-8  
August 22, 2006

As filed with the Securities and Exchange Commission on August 22, 2006  
Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SYNTEL, INC.  
(Exact Name of Registrant as Specified in Its Charter)

MICHIGAN  
(State or Other Jurisdiction of  
Incorporation or Organization)

38-2312018  
(I.R.S. Employer  
Identification No.)

525 E. BIG BEAVER ROAD, SUITE 300, TROY, MI  
(Address of Principal Executive Offices)

48083  
(Zip Code)

SYNTEL, INC. AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN  
SYNTEL INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plan)

Daniel M. Moore., Esq.  
Chief Administrative Officer and Secretary

Syntel, Inc.  
525 E. Big Beaver Road, Suite 300  
Troy, Michigan 48083  
(Name and Address of Agent for Service)

Telephone number, including area code, of agent for service: (248) 619-2800

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
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Common Stock, No 8,000,000 \$21.57 \$172,560,000 \$18,463.92  
par value

- (1) This Registration Statement shall also cover any additional shares of Common Stock that may be necessary to adjust the number of shares reserved for issuance pursuant to the plan as the result of any future stock split, stock dividend or similar adjustment of the registrant's outstanding Common Stock.
- (2) This calculation is made solely for the purpose of determining the amount of the Registration Fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the Common Stock on the NASDAQ National Market on August 15, 2006.

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The contents of the Form S-8 Registration Statement, Registration No. 333-49435, previously filed by Syntel, Inc. (the "Registrant") are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following exhibits are filed with this Registration Statement:

Exhibit Number -----	Description -----
5.1	Opinion of Dykema Gossett PLLC.
10.1	Syntel, Inc. Amended and Restated Stock Option and Incentive Plan, filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 1, 2006, and incorporated herein by reference.
10.2	Syntel, Inc. Amended and Restated Employee Stock Purchase Plan, filed as filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated June 1, 2006, and incorporated herein by reference.
23.1	Consent of Crowe Chizek and Company LLC.
23.2	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP.
23.3	Consent of Dykema Gossett PLLC (contained in Exhibit 5.1).
24.1	Power of Attorney (contained on signature page).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on this 21st day of August, 2006.

SYNTEL, INC.

By: /s/ Bharat Desai

-----  
Bharat Desai,  
Chairman, President and Chief  
Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Bharat Desai, Neerja Sethi and Daniel M. Moore and each of them acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement filed by Syntel, Inc. and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 21, 2006

Title

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/s/ Bharat Desai

-----  
Bharat Desai

Chairman, President and Chief Executive  
Officer (Principal Executive Officer)  
and Director

/s/ Arvind Godbole

-----  
Arvind Godbole

Acting Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

/s/ Neerja Sethi

-----  
Neerja Sethi

Vice President Corporate Affairs and  
Director

/s/ Paritosh K. Choksi

-----  
Paritosh K. Choksi

Director

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/s/ Paul R. Donovan

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Paul R. Donovan

Director

/s/ George R. Mrkonic

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George R. Mrkonic

Director

/s/ Vasant Raval

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Vasant Raval

Director

EXHIBIT INDEX

Exhibit

Number      Description of Exhibit

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- |      |   |
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