

EPAM Systems, Inc.
Form 4
August 21, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSSIA PARTNERS II LP

(Last) (First) (Middle)

825 THIRD AVENUE, 10TH FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EPAM Systems, Inc. [EPAM]

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/19/2014 | | S | V 1,197,595 | (A) D \$ 40 (5) 3,446,927 | D (1) (6) | |
| Common Stock | 08/19/2014 | | S | V 725,812 | (A) D \$ 40 (5) 2,089,038 | I | By Russia Partners II EPAM Fund, LP (2) (6) |
| Common Stock | 08/19/2014 | | S | V 35,508 | (A) D \$ 40 (5) 102,199 | I | By Russia Partners II EPAM Fund B, LP (3) (6) |

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| | | | | | | | | |
|-----------------|------------|---|--------|---|--------------|---------|---|---|
| Common Stock | 08/19/2014 | S | 57,085 | D | \$ 40 (5) | 164,300 | I | By Russia Partners III, L.P. (4) (6) |
|-----------------|------------|---|--------|---|--------------|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RUSSIA PARTNERS II LP 825 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| Russia Partners II EPAM Fund, LP 825 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| Russia Partners II EPAM Fund B, LP 825 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| Russia Partners III LP 825 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| RUSSIA PARTNERS CAPITAL II E, LLC 825 THIRD AVENUE, 10TH FLOOR | | X | | |

NEW YORK, NY 10022

Russia Partners Capital II M, LLC
825 THIRD AVENUE, 10TH FLOOR X
NEW YORK, NY 10022

RUSSIA PARTNERS CAPITAL III, LLC
825 THIRD AVENUE, 10TH FLOOR X
NEW YORK, NY 10022

Spencer Donald
C/O RUSSIA PARTNERS X
825 THIRD AVENUE, 10TH FLOOR
NEW YORK, NY 10022

Guff Andrew
C/O RUSSIA PARTNERS X
825 THIRD AVENUE, 10TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital II M, LLC, the General Partner of Russia Partners II, LP 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital II E, LLC, the General Partner of Russia Partners II EPAM Fund, L.P. 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital II E, LLC, the General Partner of Russia Partners II EPAM Fund B, L.P. 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital III, LLC, the General Partner of Russia Partners III, L.P. 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital II M, LLC 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital II E, LLC 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer, Managing Director of Russia Partners Capital III, LLC 08/21/2014

__Signature of Reporting Person Date

/s/ Donald P. Spencer 08/21/2014

__Signature of Reporting Person Date

/s/ Andrew Guff 08/21/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The amount listed reflects the beneficial ownership of the Issuer's securities by Russia Partners II, LP ("RP II"), all of which may be deemed attributable to Russia Partners Capital II M, LLC ("RP II GP"), because RP II GP is the sole general partner of RP II.

(2) The amount listed reflects the beneficial ownership of the Issuer's securities by Russia Partners II EPAM Fund, LP ("RP II EPAM"), all of which may be deemed attributable to Russia Partners Capital II E, LLC ("RP II EPAM GP"), because RP II EPAM GP is the sole general partner of RP II EPAM.

(3) The amount listed reflects the beneficial ownership of the Issuer's securities by Russia Partners II EPAM Fund B, LP ("RP II EPAM B"), all of which may be deemed attributable to RP II EPAM GP, because RP II EPAM GP is the sole general partner of RP II EPAM B.

(4) The amount listed reflects the beneficial ownership of the Issuer's securities by Russia Partners III, L.P. ("RP III"), all of which may be deemed attributable to Russia Partners Capital III, LLC ("RP III GP"), because RP III GP is the sole general partner of RP III.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.05. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(6) As managing directors of each of RP II GP, RP II EPAM GP and RP III GP, Donald P. Spencer and Andrew Guff may be deemed to have voting and investment control over the shares of Common Stock held by RP II, RP II EPAM, RP II EPAM B and RP III, however, the each of them disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed an admission that Mr. Spencer or Mr. Guff is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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