

BOSTON PROPERTIES INC
 Form 4
 December 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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 *
JOHNSTON PETER D

(Last) (First) (Middle)

C/O BOSTON PROPERTIES, INC., 2200 PENNSYLVANIA AVENUE, NW

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

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

12/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock, par value \$.01	12/02/2014			M 4,335 A 90.71 (1)	\$ 29,172.4744 (2)	D	

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.

SEC 1474 (9-02)

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

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 90.71 <u>(1)</u>	12/02/2014		M	4,335	<u>(3)</u> 01/28/2021	Common Stock	4,335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON PETER D C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037			Senior Vice President	

Signatures

/s/ Kelli A. DiLuglio, 12/03/2014
Attorney-in-Fact

**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).
- In January 2014, the Issuer paid a special dividend of \$2.25 per share of Common Stock to all stockholders of record as of the close of business on December 31, 2013. In connection with this special dividend, the Issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The
- (1) number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment, the number of shares underlying the Reporting Person's options increased by 125 from 5,656 to 5,781 and the per share exercise price was correspondingly decreased.
 - (2) Includes 99.8964 shares which the Reporting Person acquired in July 2014 pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan.
 - (3) The option vests in four equal annual installments beginning on January 15, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. nt>

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

5

0

6

SHARED VOTING POWER

0

7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12

TYPE OF REPORTING PERSON*

PN

CUSIP No. 92932M 10 1

13G

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1NAME OF REPORTING PERSON

WARBURG PINCUS NETHERLANDS INTERNATIONAL PARTNERS I C.V.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13 - 4133839

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

CUSIP No. 92932M 10 1

13G

Page 5 of 20 Pages

1NAME OF REPORTING PERSON
WARBURG PINCUS PARTNERS LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
I.R.S. No. 13 - 4069737

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

OO

CUSIP No. 92932M 10 1

13G

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1NAME OF REPORTING PERSON
WARBURG PINCUS & CO.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
I.R.S. No. 13 – 6358475

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

6SHARED VOTING POWER

0

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

CUSIP No. 92932M 10 1

13G

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1NAME OF REPORTING PERSON
WARBURG PINCUS LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13-3536050

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

OO

CUSIP No. 92932M 10 1

13G

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1NAME OF REPORTING PERSON

Charles R. Kaye

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5SOLE VOTING POWER

0

6SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

IN

CUSIP No. 92932M 10 1

13G

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1NAME OF REPORTING PERSON

Joseph. P. Landy

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5SOLE VOTING POWER

0

6SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

IN

Item 1(a): Name of Issuer:

WNS (Holdings) Limited

Item 1(b): Address of Issuer's Principal Executive Offices:

Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikhroli (W)
Mumbai 400 079
India

Item 2(a): Name of Person Filing:

This Amendment No. 2 to Schedule 13G (this "Exit 13G") is filed by and on behalf of (i) Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors"), and collectively, the "WP VIII Funds"); (ii) Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP", and together with its two affiliated partnerships, Warburg Pincus Netherlands International Partners I C.V., a company formed under the laws of the Netherlands ("WPIP I CV"), and WP-WPIP Investors L.P., a Delaware limited partnership ("WP-WPIP Investors"), and collectively, the "WPIP Funds"); (iii) Warburg Pincus Partners LLC, a New York limited liability company ("WPP LLC"), the general partner of WP VIII, WPIP, WP VIII CV I and WPIP I CV, and the sole member of certain Delaware limited liability companies affiliated with the WP VIII Funds and the WPIP Funds; (iv) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WPP LLC; (v) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages the WP VIII Funds and the WPIP Funds; and (vi) Messrs. Charles R. Kaye and Joseph P. Landy, each a United States citizen and a Managing General Partner of WP and Co-President and Managing Member of WP LLC. Each of the WP VIII Funds, the WPIP Funds, WPP LLC, WP, WP LLC, Mr. Kaye and Mr. Landy are sometimes collectively referred to herein as the "Warburg Pincus Reporting Persons".

Each of the Warburg Pincus Reporting Persons expressly disclaims beneficial ownership of the Ordinary Shares in which they do not have a pecuniary interest.

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017, USA.

Explanation of Responses:

Item 2(c): Citizenship:

See Item 2(a) above.

Item 2(d): Title of Class of Securities:

Ordinary Shares, par value 10 pence per share (“Ordinary Shares”)

Item 2(e): CUSIP Number

92932M 10 1

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- A. Broker or dealer registered under Section 15 of the Act,
- B. Bank as defined in Section 3(a)(6) of the Act,
- C. Insurance Company as defined in Section 3(a)(19) of the Act,
- D. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- F. Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- G. Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- H. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- J. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Ownership:

1. Warburg Pincus Private Equity VIII, L.P.

(a) Amount beneficially owned:

0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

2. Warburg Pincus International Partners, L.P.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

3. Warburg Pincus Netherlands International Partners I C.V.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

4. Warburg Pincus Partners LLC

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

5. Warburg Pincus & Co.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

6. Warburg Pincus LLC

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

7. Charles R. Kaye

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

8. Joseph P. Landy

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Ordinary Shares.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)-(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The joint filing agreement among the Warburg Pincus Reporting Persons to file this Exit 13G jointly in accordance with Rule 13d-1(K) of the Exchange Act is attached as Exhibit 99.1 to the Amendment No. 1 on Schedule 13G previously filed with the U.S. Securities and Exchange Commission by the Warburg Pincus Reporting Persons with

Explanation of Responses:

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respect to the Issuer on March 30, 2012. Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any Ordinary Shares in which they do not have a pecuniary interest.

Item 9: Notice of Dissolution of Group:

N/A

Item 10: Certification:

N/A

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.

Dated: March 1, 2013

WARBURG PINCUS PRIVATE EQUITY
VIII, L.P.

By: Warburg Pincus Partners LLC, its General
Partner

By: Warburg Pincus & Co., its Managing
Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Scott A. Arenare, Attorney-in-Fact*

Dated: March 1, 2013

WARBURG PINCUS INTERNATIONAL
PARTNERS, L.P.

By: Warburg Pincus Partners LLC, its General
Partner

By: Warburg Pincus & Co., its Managing
Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Scott A. Arenare, Attorney-in-Fact*

Dated: March 1, 2013

WARBURG PINCUS NETHERLANDS
INTERNATIONAL PARTNERS I C.V.

By: Warburg Pincus Partners LLC, its General
Partner

By: Warburg Pincus & Co., its Managing
Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Scott A. Arenare, Attorney-in-Fact*

Dated: March 1, 2013

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Scott A. Arenare, Attorney-in-Fact*

Dated: March 1, 2013

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Scott A. Arenare, Attorney-in-Fact*

Dated: March 1, 2013

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director

CHARLES R. KAYE

Dated: March 1, 2013

By: /s/ Scott A. Arenare

By: Scott A. Arenare, Attorney-in-Fact*

JOSEPH P. LANDY

Dated: March 1, 2013

By: /s/ Scott A. Arenare

By: Scott A. Arenare, Attorney-in-Fact*

* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.