

KEYW HOLDING CORP
Form 3
September 30, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â VEDANTA		(Month/Day/Year)	KEYW HOLDING CORP [KEYW]	
OPPORTUNITIES FUND, L.P.		09/30/2010		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
540 MADISON AVENUE,Â 38TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK,Â NYÂ 10022			(give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.001	1,272,728	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: KEYW HOLDING CORP - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants to purchase common stock	05/31/2009	05/29/2016	Common stock	636,364	\$ 5.5	D ⁽¹⁾	Â
Warrants to purchase common stock	03/19/2010	03/19/2017	Common stock	60,000	\$ 9.25	D ⁽¹⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VEDANTA OPPORTUNITIES FUND, L.P. 540 MADISON AVENUE 38TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
VEDANTA ASSOCIATES, L.P. 540 MADISON AVENUE, 38TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
VEDANTA PARTNERS, LLC 540 MADISON AVENUE, 38TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Vedanta Opportunities Fund, L.P.	09/30/2010
**Signature of Reporting Person	Date
/s/ Sarah E. Roberts as Attorney-in-Fact for Vedanta Associates, L.P.	09/30/2010
**Signature of Reporting Person	Date
/s/ Sarah E. Roberts as Attorney-in-Fact for Vedanta Partners, LLC	09/30/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares shown as beneficially owned are held by Vedanta Opportunities Fund, L.P. ("VOF"). Vedanta Associates, LP (the "GP") is the sole general partner of VOF. Vedanta Partners, LLC (the "UGP") is the sole general partner of the GP. Voting and investment power with respect to the shares held by VOF is exercised typically by consensus (but at minimum by the majority vote) of a six person investment committee composed of Messrs. Howard Goldstein, Michael Patterson, Alessandro Piol, Lawrence Posner, Shrikant Sathe, and Parag Saxena. The composition of the investment committee is ultimately controlled by Messrs. Saxena and Piol, and, as such, each may be deemed to have beneficial ownership of the shares held by VOF. Each of the GP, UGP and Messrs. Goldstein, Patterson, Piol, Posner, Sathe and Saxena disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

Â

Remarks:

Exhibit List === Exhibit 24 - Power of Attorneys

Edgar Filing: KEYW HOLDING CORP - Form 3

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.