

KEYW HOLDING CORP  
 Form 3  
 September 30, 2010

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SAXENA PARAG</p> <p>(Last) (First) (Middle)</p> <p>540 MADISON AVENUE,              38TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/30/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KEYW HOLDING CORP [KEYW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner              ___ Officer    ___ Other              (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person              ___ Form filed by More than One Reporting Person</p>
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**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	I	Vedanta Opportunities Fund, L.P. ("VOF") <sup>(1)</sup>

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)
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	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	I	Vedanta Opportunities Fund, L.P. ("VOF") <sup>(1)</sup>
Warrants to purchase common stock	03/19/2010	03/19/2017	Common stock	60,000	\$ 9.25	I	Vedanta Opportunities Fund, L.P. ("VOF") <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAXENA PARAG 540 MADISON AVENUE, 38TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

## Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Parag Saxena

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

- (1) 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.

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### Remarks:

Exhibit List === Exhibit 24 - Power of Attorney

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.