EPAM Systems, Inc. Form 4

Check this box

if no longer

June 10, 2013

FORM 4

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

OMB 3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5

(Middle)

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Spencer Donald

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EPAM Systems, Inc. [EPAM]

(Check all applicable)

C/O RUSSIA PARTNERS, 825

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

_X__ Director _X__ 10% Owner Officer (give title __ Other (specify below)

THIRD AVENUE, 10TH FLOOR (Street)

(First)

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

06/06/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie onr Disposed (Instr. 3, 4 a	d of (D))	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	06/06/2013		S	260,277	D	\$ 25.01 (1)	10,396,702	I	By Russia Partners II, LP (2) (6)
Common Stock	06/06/2013		S	157,743	D	\$ 25.01	6,301,006	I	By Russia Partners II EPAM Fund, LP
Common Stock	06/06/2013		S	7,717	D	\$ 25.01 (1)	308,252	I	By Russia Partners II EPAM

								Fund B, LP (4) (6)
Common Stock	06/06/2013	S	12,407	D	\$ 25.01	495,569	I	By Russia Partners III, L.P.
Common Stock	06/07/2013	S	108,117	D	\$ 25.57 (7)	10,288,585	I	By Russia Partners II, LP (2) (6)
Common Stock	06/07/2013	S	65,525	D	\$ 25.57 (7)	6,235,481	I	By Russia Partners II EPAM Fund, LP
Common Stock	06/07/2013	S	3,206	D	\$ 25.57 (7)	305,046	I	By Russia Partners II EPAM Fund B, LP (4) (6)
Common Stock	06/07/2013	S	5,154	D	\$ 25.57 (7)	490,415	I	By Russia Partners III, L.P.

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)

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. Transac Code (Instr. 8	5. ctionNumber of Securiti Acquir (A) or Dispos of (D) (Instr. 4, and	(Month/Day ive ies ed ed	Pate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Spencer Donald

C/O RUSSIA PARTNERS
825 THIRD AVENUE, 10TH FLOOR

NEW YORK, NY 10022

Signatures

Reporting Person

/s/Donald P.
Spencer

**Signature of 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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.15. The Reporting Person undertakes 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.
- (2) 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.
- The amount listed reflects the beneficial ownership of the Issuer's securities by Russia Partners II EPAM Fund, LP ("RP II EPAM"), all (3) 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.
- (4) 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.
- (5) 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.
 - As a managing director of each of RP II GP, RP II EPAM GP and RP III GP, the Reporting Person 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 Reporting
- (6) Person 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 the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.35 to \$25.73. The Reporting Person undertakes 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.

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.

Reporting Owners 3