

CITRIX SYSTEMS INC
Form 4
April 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TEMPLETON MARK B

(Last) (First) (Middle)

C/O CITRIX SYSTEMS, INC., 851 WEST CYPRESS CREEK ROAD

(Street)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITRIX SYSTEMS INC [CTXS]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2015

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)
CEO & 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/27/2015		M	V	82,500 A \$ 47.03	440,759	D
Common Stock	04/27/2015		S		82,500 (1) D \$ 67 (2)	358,259	D

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

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SEC 1474 (9-02)

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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)
Stock Option (Right to Buy)	\$ 47.03	04/27/2015		M	82,500 (3)	04/30/2011 04/30/2015	Common Stock 82,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMPLETON MARK B C/O CITRIX SYSTEMS, INC. 851 WEST CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	X		CEO & President	

Signatures

/s/Antonio G. Gomes, Attorney-in-Fact for Mark B. Templeton
Date: 04/29/2015

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) This sale was made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date, the actual sale prices per share range from \$66.75 - \$67.39.
- (3) Stock options vest at a rate of 1/3 of the shares underlying the stock option one year from the date of grant and at a rate of 1/36 monthly thereafter.

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.

Sole Voting Power

0

8.

Shared Voting Power

1,530,011

9.

Sole Dispositive Power

0

10.

Shared Dispositive Power

1,530,011

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13.

Percent of Class Represented by Amount in Row (11)

Explanation of Responses:

56.2%*

14.

Type of Reporting Person (See Instructions)

PN

* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

FR XI Horizon Co-Investment II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XI Offshore GP Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

CO

* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve Fund XII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR XII-A Parallel Vehicle, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon AIV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve GP XII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. G07021101

1. Name of Reporting Persons:

First Reserve GP XII Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

CO

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CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

PN

* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

FR Horizon GP Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

CO

* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

CUSIP No. G07021101

1. Name of Reporting Persons:

William E. Macaulay

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

00

5. Check if Disclosure of Legal Proceeding is required pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

1,530,011

Reporting 9. Sole Dispositive Power

Person

With: 0

10. Shared Dispositive Power

Explanation of Responses:

1,530,011

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,011

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

x

13. Percent of Class Represented by Amount in Row (11)

56.2%*

14. Type of Reporting Person (See Instructions)

IN

* All percentages of Ordinary Shares outstanding contained herein are based on 2,721,468 Ordinary Shares outstanding as of January 31, 2016, as reported in the Company's Quarterly Report on Form 10-Q, filed March 3, 2016. The total number of Ordinary Shares outstanding is calculated after giving effect to a 1-for-30 reverse share split of the Company that became effective on December 11, 2015.

This Amendment No. 2 to Schedule 13D amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) on November 4, 2014, as amended by Amendment No. 1 to Schedule 13D filed with the Commission on December 16, 2014 (as amended, the Schedule 13D) by the Reporting Persons.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On April 27, 2016, following consultation with CaymanCo and the Company, Jeffrey K. Quake, a member of the board of directors of the Company (the Board) designated by CaymanCo pursuant to the FR Shareholders Agreement, resigned from the Board, effective as of April 27, 2016.

SIGNATURES

After reasonable inquiry and to the best of each of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

6922767 Holding (Cayman) Inc.

Horizon Alpha Limited

FR XI Horizon Co-Investment I, L.P.

FR XI Horizon Co-Investment II, L.P.

FR XII-A Parallel Vehicle, L.P.

First Reserve Fund XII, L.P.

FR Horizon AIV, L.P.

First Reserve GP XII, L.P.

First Reserve GP XII Limited

FR Horizon GP, L.P.

FR Horizon GP Limited

FR XI Offshore GP Limited

William E. Macaulay

Dated: April 29, 2016

6922767 HOLDING (CAYMAN) INC.

By: /s/ Dod E. Wales

Name: Dod E. Wales

Title: Director

HORIZON ALPHA LIMITED

By: /s/ Dod E. Wales

Name: Dod E. Wales

Title: Director

**FR XI HORIZON CO-INVESTMENT I,
L.P.**

By: FR XI Offshore GP Limited, its general
partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

[Signature Page to 13D]

FR XI HORIZON CO-INVESTMENT II, L.P.

By: FR XI Offshore GP Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FIRST RESERVE FUND XII, L.P.

By: First Reserve GP XII, L.P., its general partner

By: First Reserve GP XII Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FR XII-A PARALLEL VEHICLE, L.P.

By: First Reserve GP XII, L.P., its general partner

By: First Reserve GP XII Limited, its general partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FR HORIZON AIV, L.P.

By: FR Horizon GP, L.P., its general partner

By: First Horizon GP Limited

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

[Signature Page to 13D]

FIRST RESERVE GP XII, L.P.

By: First Reserve GP XII Limited, its
general

partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FR HORIZON GP, L.P.

By: FR Horizon GP Limited, its general
partner

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FR XI OFFSHORE GP LIMITED

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FIRST RESERVE GP XII LIMITED

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

FR HORIZON GP LIMITED

By: /s/ Anne E. Gold

Name: Anne E. Gold

Title: Chief Compliance Officer, Secretary

WILLIAM E. MACAULAY

/s/ Anne E. Gold

Anne E. Gold, attorney-in-fact

[Signature Page to 13D]