

CITRIX SYSTEMS INC  
Form SC 13D/A  
November 30, 2015

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No. 2)\*

Citrix Systems, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value per share  
(Title of Class of Securities)

177376 10 0  
(CUSIP Number)

Stephen M. Schultz, Esq.  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue, New York, New York 10176  
(212) 986-6000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 24, 2015  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)  
Elliott Associates, L.P.

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
WC

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
2,280,171

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
2,280,171

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
2,280,171

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
1.5%

14 TYPE OF REPORTING PERSON  
PN

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1 NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)  
Elliott International, L.P.

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
WC

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Cayman Islands, British West Indies

7 SOLE VOTING POWER  
0

8 NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
9 SHARED VOTING POWER  
4,426,373  
10 SOLE DISPOSITIVE POWER  
0  
11 SHARED DISPOSITIVE POWER  
104,426,373

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
4,426,373

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
2.9%

14 TYPE OF REPORTING PERSON  
PN

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1 NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)  
Elliott International Capital Advisors  
Inc.

2 CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
OO

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
0

8 NUMBER OF  
SHARES  
BENEFICIALLY

SHARED VOTING POWER  
4,426,373

OWNED BY  
EACH  
REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER  
0

SHARED DISPOSITIVE POWER  
104,426,373

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
4,426,373

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
2.9%

14 TYPE OF REPORTING PERSON  
CO

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The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital           The aggregate purchase price of the shares of Common Stock owned by Elliott is approximately \$ 147,733,001.

Elliott International Working Capital           The aggregate purchase price of the shares of Common Stock owned by Elliott International is approximately \$ 286,786,461.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated as follows:

(a)           As of the date hereof, Elliott, Elliott International and EICA collectively have combined economic exposure and voting power in the Issuer of approximately 8.6% of the shares of Common Stock outstanding.

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 153,824,447 shares of Common Stock outstanding as of October 30, 2015, which is the total number of shares of Common Stock outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

As of the date hereof, Elliott beneficially owned 2,280,171 shares of Common Stock, constituting approximately 1.5% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 4,426,373 shares of Common Stock, constituting approximately 2.9% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 4,426,373 shares of Common Stock beneficially owned by Elliott International, constituting approximately 2.9% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 6,706,544 shares of Common Stock, constituting approximately 4.4% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA have economic exposure to approximately 4.2% of the shares of Common Stock outstanding pursuant to Derivative Agreements, as disclosed in Item 6.

Item 5(c) is hereby amended to add the following:

(c)           The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule 1 attached hereto.

Item 6.           Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The first paragraph of Item 6 is hereby amended and restated to read as follows:

Elliott, through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott “Liverpool”), and Elliott International have entered into notional principal amount derivative agreements (the

“Derivative Agreements”) in the form of cash settled swaps with respect to 2,198,100 and 4,266,900 shares of Common Stock of the Issuer, respectively (representing economic exposure to approximately 1.4% and 2.8% of the shares of Common Stock of the Issuer, respectively). Collectively, the Derivative Agreements held by the Reporting Persons represent the economic exposure to an interest in approximately 4.2% of the shares of Common Stock. The Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the “Subject Shares”). The Reporting Persons disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: November 30, 2015

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General  
Partner

By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT  
INTERNATIONAL,  
L.P.

By: Elliott  
International Capital  
Advisors Inc.,  
as Attorney-in-Fact

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

ELLIOTT  
INTERNATIONAL  
CAPITAL ADVISORS  
INC.

By: /s/ Elliot Greenberg  
Elliot Greenberg,  
Vice President

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## SCHEDULE 1

Transactions of the Reporting Persons Effected  
During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P. in the Common Stock:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs. Bought</u>	<u>Approx. price (\$) per Share</u>
11/19/15	Common Stock	17,000	73.4056
11/19/15	Common Stock	110,500	73.0479
11/19/15	Common Stock	51,000	72.8302
11/20/15	Common Stock	34,000	74.6667
11/20/15	Common Stock	17,000	74.6029
11/23/15	Common Stock	17,000	75.7671
11/24/15	Common Stock	26,858	75.6956
11/25/15	Common Stock	5,782	76.6101
11/27/15	Common Stock	4,945	76.7333

The following transactions were effected by Elliott International, L.P. in the Common Stock during the past 60 days:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs. Bought</u>	<u>Approx. price (\$) per Share</u>
11/19/15	Common Stock	33,000	73.4056
11/19/15	Common Stock	99,000	72.8302
11/19/15	Common Stock	214,500	73.0479
11/20/15	Common Stock	66,000	74.6667
11/20/15	Common Stock	33,000	74.6029
11/23/15	Common Stock	33,000	75.7671
11/24/15	Common Stock	52,136	75.6956
11/25/15	Common Stock	11,224	76.6101
11/27/15	Common Stock	9,599	76.7333

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