

Bhushan Ajit  
 Form 3  
 September 11, 2009

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CITIGROUP INC		(Month/Day/Year)	NESS TECHNOLOGIES INC [NSTC]	
(Last)	(First)	(Middle)	09/01/2009	
399 PARK AVENUE,Â 3RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10043			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**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, \$0.01 par value per share	3,658,332 <sup>(1)</sup> <sup>(2)</sup>	I	by subsidiary

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITIGROUP INC 399 PARK AVENUE 3RD FLOOR NEW YORK, NY 10043	X			
Bhushan Ajit CITI VENTURE CAPITAL INTERNATIONAL 8TH FLOOR, 33 CAVENDISH SQUARE LONDON, W1G 0PW	X			

## Signatures

Citigroup Inc., By: /s/ Julie A. Bell Lindsay, Assistant Secretary 09/11/2009

\_\_Signature of Reporting Person Date

/s/ Ajit Bhushan 09/11/2009

\_\_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).
- (1) 665 shares are owned directly by Citibank, N.A. ("CNA"). CNA is a wholly-owned subsidiary of Citicorp. Citicorp is a wholly-owned subsidiary of Citigroup, Inc. ("Citigroup").
- (2) 3,657,667 shares are owned directly by CVCIGP II Jersey Investment L.P. ("CVCIGP II Jersey"). Citigroup Venture Capital International Investment G.P. Limited ("CVCIIGL") is the general partner of CVCIGP II Jersey. Citigroup Venture Capital International Delaware Corporation ("CVCIDC") is the parent company of CVCIIGL. Citicorp International Finance Corporation ("CIFC") is the parent company of CVCIDC. Citicorp Banking Corporation ("CBC") is the parent company of CIFC. CBC is a direct wholly-owned subsidiary Citigroup.

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### Remarks:

Mr. ^ Bhushan ^ is ^ an ^ employee ^ of ^ the ^ London ^ Branch ^ of ^ CNA. ^ ^ Citigroup ^ owns ^ shares ^ indirectly ^ in ^

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.