

RAINA ROBIN
Form SC 13D
February 20, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934*

Ebix, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

278715206

(CUSIP Number)

Dennis O. Garris

Alston & Bird LLP

950 F Street, N.W.

Washington, DC 20004-1404

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 2, 2002

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

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1 NAME OF REPORTING PERSONS

Robin Raina

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 3,454,496

8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 217,064

9 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

3,454,496

10 ☐ SHARED DISPOSITIVE POWER

WITH

217,064

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,671,560

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ☐

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

9.5%*

14 TYPE OF REPORTING PERSON (See Instructions)

IN

* Based on 38,720,409 shares of common stock of the Issuer, which is the sum of (i) 37,280,409 shares of common stock reported to be outstanding as of November 7, 2012 by the Issuer on its Form 10-Q filed on November 09, 2012 and (ii) 1,440,000 shares of common stock underlying options to purchase common stock.

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1 NAME OF REPORTING PERSONS

Robin Raina Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

217,064

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

217,064

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,064

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ☐

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

0.6%*

14 TYPE OF REPORTING PERSON (See Instructions)

OO

* Based on 37,280,409 shares of common stock of the Issuer reported to be outstanding as of November 7, 2012 by the Issuer on its Form 10-Q filed on November 09, 2012.

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Explanatory Note: This Schedule 13D (this Report) is being filed by Robin Raina (Mr. Raina) and the Robin Raina Foundation (the Foundation and, collectively with Mr. Raina, the Reporting Persons) to report the Reporting Persons' beneficial ownership of common stock, \$0.10 par value, (the Common Stock) of Ebix, Inc., (the Issuer). The Foundation is a 501(c)(3) tax exempt foundation organized under the laws of the state of Georgia. Mr. Raina is a Trustee and the President of the Foundation. This Report is being filed by the Reporting Persons with the Securities and Exchange Commission (the SEC) because Mr. Raina became a beneficial owner of more than 5% of the Issuer's Common Stock as of April 2, 2002. Notwithstanding the absence of a previously filed Schedule 13D by Mr. Raina, his beneficial ownership has been disclosed in the Definitive Proxy Statements on Schedule 14A filed by the Issuer with the SEC (the Issuer Proxy Statements) since he became a beneficial owner of more than 5% in 2002 and Mr. Raina has filed reports under Section 16 of the Exchange Act.

Item 1. Security and Issuer.

This statement relates to the Common Stock of the Issuer. The Issuer's principal offices are located at Five Concourse Parkway, Suite 3200, Atlanta, Georgia, 30328.

Item 2. Identity and Background

This Schedule 13D is being jointly filed by the following entities, however, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists within the meaning of the Securities Exchange Act of 1934 (the Exchange Act). This report is being filed by Mr. Raina and the Foundation. Mr. Raina is the Chairman and CEO of the Issuer located at Five Concourse Parkway Suite 3200 Atlanta, GA 30328. The business address for Mr. Raina is: Five Concourse Parkway Suite 3200 Atlanta, GA 30328. The address for the Foundation is 510 Covington Cove Alpharetta, GA 30022. Mr. Raina is a citizen of the United States and the Foundation was formed under the laws of Georgia.

The Reporting Persons have not, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

As of February 19, 2013, the Reporting Persons are deemed to beneficially own an aggregate of 3,671,560 shares of the Common Stock. Mr. Raina purchased or otherwise acquired the securities covered by this Report through stock grants received from the Issuer pursuant to his employment with the Issuer, the exercise of stock options received from the Issuer pursuant to his employment with the Issuer and open market transactions using personal funds. With respect to shares that Mr. Raina acquired with personal funds, the aggregate purchase price was approximately \$518,700.

Mr. Raina is a Trustee and the President of the Foundation. The Foundation holds 217,064 shares of fully vested restricted stock grants, which Mr. Raina previously transferred to the Foundation, which supports the education of underprivileged children, in several different tranches between February 2008 and November 2010. Mr. Raina disclaims any beneficial ownership in the shares of Common Stock owned by the Foundation. Mr. Raina acquired the shares of Common Stock donated to the Foundation through restricted stock grants and stock options received from the Issuer pursuant to his employment.

Item 4. Purpose of Transaction.

Mr. Raina has served as the Chief Executive Officer of the Issuer since September 1999 and the Chairman of the board of directors since May 2002. Mr. Raina has acquired the shares of Common Stock beneficially owned by him and the Foundation through the course of his employment with the Issuer as compensation for his services as Chief Executive Officer and open market purchases during his employment and holds such shares for investment purposes.

The Reporting Persons do not currently have and, during the time in which Mr. Raina beneficially owned over 5% of the outstanding shares of Common Stock of the Issuer, did not have any plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of Directors or to fill any vacancies on the Board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) any other material change in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act or (j) any action similar to those enumerated above.

The Reporting Persons may, from time to time and at any time, acquire additional shares of Common Stock in the open market, through Mr. Raina's employment with the Issuer, or otherwise and reserve the right to dispose of any or all of the shares of Common Stock in the open market or otherwise, at any time and from time to time.

Item 5. Interest in Securities of the Issuer.

This Report is being filed by the Reporting Persons with the SEC because Mr. Raina became a beneficial owner of more than 5% of the Issuer's Common Stock as of April 2, 2002. Notwithstanding the absence of a previously filed Schedule 13D by Mr. Raina, his beneficial ownership has been disclosed in the Issuer Proxy Statements since he became a beneficial owner of more than 5% in 2002 and Mr. Raina has filed reports under Section 16 of the Exchange Act.*

Mr. Raina beneficially owns 3,671,560 shares of Common Stock, representing 9.5% of the Issuer's outstanding Common Stock based on 38,720,409 shares of common stock of the Issuer, which is the sum of (i) 37,280,409 shares of common stock reported to be outstanding as of November 7, 2012 by the Issuer on its Form 10-Q filed on November 09, 2012 and (ii) 1,440,000 shares of common stock underlying options to purchase common stock. The Foundation beneficially owns 217,064 shares of Common Stock, representing 0.6% of the Issuer's outstanding Common Stock based on 37,280,409 shares reported to be outstanding as of November 7, 2012 by the Issuer on its Form 10-Q filed on November 09, 2012.

Mr. Raina has sole voting power and sole dispositive power with regard to 3,454,496 shares of Common Stock and shared voting power and shared dispositive power with respect to the 217,064 shares of Common Stock beneficially owned by the Foundation. The Foundation has shared voting power and shared dispositive power with regard to the 217,064 shares of Common Stock beneficially owned by the Foundation.

No other person has the right to receive or the power to direct the receipt of dividends, or proceeds of sale of such securities outlined in this Report.

* On September 23, 1999, Mr. Raina became Chief Executive Officer of the Issuer and as of May 2002 the Chairman of the Board of the Issuer. As of April 2, 2002, Mr. Raina beneficially owned 931,288 shares representing 5.1% of the Issuer's outstanding Common Stock based on 18,326,182 shares of Common Stock stated to be outstanding as of April 2, 2002 in the Issuer's Definitive Proxy statement on Schedule 14A (each a Proxy Statement) filed with the SEC on April 30, 2002; as of September 8, 2003, Mr. Raina beneficially owned 182,253 shares representing 7.40% of the Issuer's outstanding Common Stock based on 2,291,143 shares stated to be outstanding as of September 8, 2003 in the Issuer's Proxy Statement filed with the SEC on September 23, 2003; as of December 13, 2004, Mr. Raina beneficially owned 358,952 shares representing 10.90% of the Issuer's outstanding Common Stock based on 2,909,259 shares stated to be outstanding as of December 13, 2004 in the Issuer's Proxy Statement filed with the SEC on December 22, 2004; as of November 7, 2005, Mr. Raina beneficially owned 436,444 shares representing 16% of the Issuer's outstanding Common Stock based on 2,734,504 shares stated to be outstanding as of November 7, 2005 in the Issuer's Proxy Statement filed with the SEC on November 17, 2005; as of August 21, 2006, Mr. Raina beneficially owned 462,298 shares representing 16.8% of the Issuer's outstanding Common Stock based on 2,759,488 shares stated to be outstanding as of August 21, 2006 in the Issuer's Proxy Statement filed with the SEC on September 22, 2006; as of October 19, 2007, Mr. Raina beneficially owned 462,298 shares representing 16.8% of the Issuer's outstanding Common Stock based on 3,291,578 shares stated to be outstanding as of October 19, 2007 in the Issuer's Proxy Statement filed with the SEC on October 25, 2007; as of August 29, 2008, Mr. Raina beneficially owned 485,240 shares representing 15.3% of the Issuer's outstanding Common Stock based on 3,176,385 shares stated to be outstanding as of August 29, 2008 in the Issuer's Proxy Statement filed with the SEC on September 3, 2008; as of September 9, 2009, Mr. Raina beneficially owned 1,342,541 shares representing 12.61% of the Issuer's outstanding Common Stock based on 10,644,375 shares stated to be outstanding as of September 9, 2009 in the Issuer's Proxy Statement filed with the SEC on September 18, 2009; as of September 27, 2010, Mr. Raina beneficially owned 4,070,053 shares representing 11.6% of the Issuer's Common Stock based on 34,986,727 shares stated to be outstanding as of September 27, 2010 in the Issuer's Proxy Statement filed with the SEC on October 8, 2010; as of October 5, 2011, Mr. Raina beneficially owned 4,159,060 shares representing 11.2% of the Issuer's outstanding Common Stock based on 36,988,135 shares stated to be outstanding as of October 5, 2011 in the Issuer's Proxy Statement filed with the SEC on October 21, 2011; and as of September 27, 2012, Mr. Raina beneficially owned 3,671,560 shares representing 9.3% of the Issuer's outstanding Common Stock based on 38,067,104 shares stated to be outstanding as of September 27, 2012 in the Issuer's Proxy Statement filed with the SEC on October 9, 2012.

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

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated February 19, 2013, among Robin Raina and Robin Raina Foundation

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SIGNATURE

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

Dated: February 19, 2013

ROBIN RAINA

By: /s/ Robin Raina
Robin Raina, Individually

ROBIN RAINA FOUNDATION

By: /s/ Robin Raina
Name: Robin Raina
Title: President

EXHIBIT INDEX

Exhibit No.	Exhibit Description
1	Joint Filing Agreement, dated February 19, 2013, among Robin Raina and Robin Raina Foundation.

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