FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001656081	Brains Group Lir	nited	C Corporation
Name of Issuer	-		C Limited Partnership
Endava Ltd			C Limited Liability Company
Jurisdiction of Incorporation/Organization			C General Partnership
UNITED KINGDOM			C Business Trust
Year of Incorporation/Organizati	on		Other
 Over Five Years Ago 			Private Limited Company
© Within Last Five Years (Specify Year)			
• Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer					
Endava Ltd					
Street Address 1		Str	eet Address 2		
125 OLD BROAD STREET]
City	State/Province/Count	ry	ZIP/Postal Code	Phone No. of Issuer	
LONDON	UNITED KINGDO	М	EC2N 1AR	44 20 7367 1000]

3. Related Persons

Last Name	First Name	Middle Name	
Cotterell	John		
Street Address 1	S	Street Address 2	
c/o Endava Limited		125 Old Broad Street	
City	State/Province/Count	try ZIP/Postal Code	
London	UNITED KINGDO	M EC2N 1AR	
Relationship:	xecutive Officer	Director Promoter	
Clarification of Response (if Nec	essary)		
Last Name	First Name	Middle Name	
Kinton	Mike		
Street Address 1	S	Street Address 2	
c/o Endava Limited		125 Old Broad Street	
City	State/Province/Count	try ZIP/Postal Code	
London	UNITED KINGDO	M EC2N 1AR	
Relationship:	xecutive Officer	Director Promoter	

Clarification	of Response	(if Necessary)
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Non-Executive Chairm	an			
Last Name		First Name		Middle Name
Allan		Andy		
Street Address 1			Street Addres	ss 2
c/o Endava Limited			125 Old Bro	oad Street
City		State/Province/	Country	ZIP/Postal Code
London		UNITED KIN	NGDOM	EC2N 1AR
·				
Relationship:	Exect	utive Officer	Director	Promoter
Clarification of Response	se (if Necessar	ry)		
Non-Executive Directo	r			
Last Name		First Name		Middle Name
Smith		Trevor		
Street Address 1			Street Addres	55 2
c/o Endava Limited			125 Old Bro	
City		State/Province/		ZIP/Postal Code
-		-1	-	
London		UNITED KIN	GDUM	EC2N 1AR
Relationship:	Exect	utive Officer	Director	Promoter
Clarification of Response	se (if Necessar	ry)		
Non-Executive Directo	r			
Last Name		First Name		Middle Name
Machin		Rob		
Street Address 1			Street Addres	55 2
c/o Endava Limited			125 Old Bro	oad Street
City		State/Province/	Country	ZIP/Postal Code
London			-	EC2N 1AR
London			GDOM	ECZIVIAR
Relationship:	Exect	utive Officer	Director	Promoter
Iterationship.	Exce		Director	
Clarification of Respons	se (if Necessar	ry)		
UK Managing Director	r			
Last Name		First Name		Middle Name
Spittal		Robert		
Street Address 1			Street Addres	ss 2
c/o Endava Limited			125 Old Bro	oad Street
City		State/Province/	Country	ZIP/Postal Code
London		UNITED KIN		EC2N 1AR
[L]				
Relationship:	Exect	utive Officer	Director	Promoter
Clarification of Response	se (if Necessar	ry)		

Operations Director

Last Name		First Name		Middle Name
Thurston		Mark		
Street Address 1			Street Address 2	
c/o Endava Limited			125 Old Broad S	Street
City		State/Province/O	Country	ZIP/Postal Code
London		UNITED KIN	GDOM	EC2N 1AR
Relationship:	Execut	ive Officer	Director	Promoter
Clarification of Response	(if Necessary	<i>t</i>)		
Chief Financial Officer		,		
Last Name	1	First Name		Middle Name
Lee		Graham		
Street Address 1			Street Address 2	
c/o Endava Limited			125 Old Broad S	Street
City		State/Province/C	Country	ZIP/Postal Code
London		UNITED KIN	GDOM	EC2N 1AR
Relationship:	Execut	ive Officer	Director	Promoter
Clarification of Response	(if Necessary	i)		
Company Secretary				

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

C Business Services

Energy

- C Coal Mining C Electric Utilities
- C Energy Conservation C Environmental Services
- C Oil & Gas
- C Other Energy

- C Retailing
- C Restaurants
- Hospitals & Physicians Technology
 - C Computers
 - C Telecommunications
 - Other Technology

Travel

- O Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel

O Other Real Estate

C

Health Care

C

C

C

C Manufacturing

Real Estate

C

C Commercial

C Construction

C REITS & Finance

Residential

C Biotechnology

Health Insurance

Pharmaceuticals

C Other Health Care

C Other

5. Issuer Size

Revenue Range

C No Revenues

- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- \$5,000,001 \$25,000,000 C
- \$25,000,001 \$100,000,000 C

Aggregate Net Asset Value Range

- 0 No Aggregate Net Asset Value
- C \$1 - \$5,000,000
- 0 \$5,000,001 - \$25,000,000
- \$25,000,001 \$50,000,000 C
 - \$50,000,001 \$100,000,000

- Over \$100,000,000
- Decline to Disclose
- C Not Applicable

- Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

6 F	6. Federal Exemption(s) and Exclusion(s) Claimed (select all that						
	apply)						
	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505					
	Rule 504 (b)(1)(i)	Rule 506(b)					
	Rule 504 (b)(1)(ii)	Rule 506(c)					
П	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)					
		Investment Company Act Section 3(c)					
-							
7. 1	Гуре of Filing						
	New Notice Date of First Sa	le 2015-10-16 First Sale Yet to Occur					
	Amendment						
8. [Duration of Offering						
Does	the Issuer intend this offering to la	ist more than one year? $fomega_{Yes}$ $foldsymbol{\circ}_{No}$					

9.	9. Type(s) of Securities Offered (select all that apply)						
Π	Pooled Investment Fund Interests	•	Equity				
Γ	Tenant-in-Common Securities	Γ	Debt				
Γ	Mineral Property Securities	Γ	Option, Warrant or Other Right to Acquire Another Security				
	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Γ	Other (describe)				

10. Business Combination Transa	iction
Is this offering being made in connection with a business of transaction, such as a merger, acquisition or exchange off	
Clarification of Response (if Necessary)	
Asset purchase	
11. Minimum Investment	
Minimum investment accepted from any outside s	USD
12. Sales Compensation	
Recipient	Recipient CRD Number 🔲 None
(Associated) Broker or Dealer 🔲 None	(Associated) Broker or Dealer CRD None

Street Address 1	S	treet Address 2			
lity	State/Pr	ovince/Country		ZIP/Postal C	Code
ate(s) of Solicitation	□ All	States			
3. Offering and Sales	Amounts				
otal Offering Amount \$ 820674	USD		ite		
otal Amount Sold \$ 820674	USD				
otal Remaining to be \$	USD	🗖 Indefini	ite		
larification of Response (if Necessary)				
Offer and sale of Ordinary Shares	/				
4. Investors					
Select if securities in the offe	ring have been or may	be sold to perso	ons who		
Select if securities in the offe do not qualify as accredited i Number of such non-accredi	nvestors,	-	L		
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before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer		Signature	Name of Signer	Title	Date
Endava Ltd	Grał	nam Lee	Graham Lee	Company Secretary	2015-10-16