

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000950103-99-000805**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

LIONBRIDGE TECHNOLOGIES INC /DE/

CIK: **1058299** | IRS No.: **043398462** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-26933** | Film No.: **99709673**
SIC: **7389** Business services, nec

Mailing Address
950 WINTER STREET
WALTHAM MA 02451

Business Address
950 WINTER STREET
SUITE 4300
WALTHAM MA 02154
7818906612

REPORTING OWNER

MORGAN STANLEY DEAN WITTER & CO

CIK: **895421** | IRS No.: **363145972** | State of Incorporation: **DE** | Fiscal Year End: **1130**
Type: **4**
SIC: **6199** Finance services

Mailing Address
1585 BROADWAY
38TH FLOOR
NEW YORK NY 10036

Business Address
1585 BROADWAY
NEW YORK NY 10036
2127614000

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
OMB APPROVAL
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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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Morgan Stanley Venture Capital II, Inc. (1)

(Last) (First) (Middle)

1221 Avenue of the Americas

(Street)

New York NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Lionbridge Technologies, Inc. (LIOX)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

08/99

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or
Beneficially Owned

<TABLE>

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or In- direct (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or (D) Price			
<S> Common Stock	<C> 8/25/99	<C> P	<C> 364,000	<C> A \$10.00	<C> 4,364,002	<C> I(2) Through Partnerships (3)

</TABLE>

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

* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

(Over)
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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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)
			Code V	(A) (D)	Date Exercisable Expiration Date
<S>	<C>	<C>	<C> <C>	<C> <C>	<C> <C>

1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Title	Amount or Number of Shares			
<S>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

- (1) Please see attached Joint Filer Information.
- (2) Except for Morgan Stanley Venture Capital Fund II Annex, L.P. and Morgan Stanley Venture Investors Annex, L.P. (collectively, the "Funds"), which hold the securities directly.
- (3) Pursuant to Instruction 4(b)(iv), the entire amount of Morgan Stanley Venture Capital II, Inc.'s ("MSVC") securities are being reported. The reporting person disclaims beneficial ownership of the securities except to the extent of its pecuniary interests as the managing general partner of Morgan Stanley Venture Partners II, L.P., the General Partner of the Funds.

/s/ Stephanie Holmes

9/10/99

**Signature of Reporting Person

Date

By: Stephanie Holmes, authorized signatory for Morgan Stanley Dean Witter & Co. and Assistant Secretary of Morgan Stanley Venture Capital II, Inc. Managing General Partner of Morgan Stanley Venture Partners II, L.P. the

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided 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.

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Joint Filer Information

Each of the following joint filers has designated Morgan Stanley Venture Capital II, Inc. ("MSVC II, Inc.") as the "Designated Filer" for purposes of the attached Form 4:

- (1) Morgan Stanley Dean Witter & Co. ("MSDW")
1585 Broadway
New York, New York 10036
- (2) Morgan Stanley Venture Partners II, L.P. ("MSVP II, L.P.")
1221 Avenue of the Americas
New York, New York 10020
- (3) Morgan Stanley Venture Capital Fund II Annex, L.P.
("MSVCF IIA")
1221 Avenue of the Americas
New York, New York 10020
- (4) Morgan Stanley Venture Investors Annex, L.P. ("MSVIA")
1221 Avenue of the Americas
New York, New York 10020

Issuer & Ticker Symbol: Lionbridge Technologies, Inc. (LIOX)

Date of Event Requiring Statement: 8/99

Signature: /s/ Stephanie Holmes

By: Stephanie Holmes, as authorized signatory for
MSDW and Assistant Secretary of MSVC II, Inc.,
Managing General Partner of MSVP II, L.P.,
the General Partner of MSVCF IIA and MSVIA.

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