

Genpact LTD  
Form 4  
February 18, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Tyagarajan N. V.

2. Issuer Name and Ticker or Trading Symbol  
Genpact LTD [G]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GENPACT LLC, 1155  
AVENUE OF THE AMERICAS,  
4TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/25/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)				Price
Common Shares	11/25/2015		G		30,000	D	\$ 0	338,607	D	
Common Shares	11/25/2015		G		30,000	A	\$ 0	30,000	I	By Trust (1)
Common Shares	02/16/2016		S		10,000	D	\$ 25.3184 (2)	20,000	I	By Trust (1)
Common Shares	02/18/2016		S		5,000	D	\$ 26.2132 (3)	15,000	I	By Trust (1)

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

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

Table with 10 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (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), 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 (Instr. 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Includes entry for Tyagarajan N. V., C/O GENPACT LLC, 1155 AVENUE OF THE AMERICAS, 4TH FLOOR, NEW YORK, NY 10036, with relationships: Director, 10% Owner, Officer, Other, and President and CEO.

Signatures

/s/ Heather White, as Attorney-in-fact for N.V. Tyagarajan 02/18/2016

\*\*Signature of Reporting Person

Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) These shares are held in trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is one of the trustees of the trust. The reporting person disclaims beneficial ownership of the reported securities held by the trust except to the extent of his pecuniary interest therein.
(2) The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$25.29 to \$25.38. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.
(3) The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$26.20 to \$26.245. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the

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number of shares purchased at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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