

Genpact LTD
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

GENPACT LIMITED
(Name of Issuer)

Common Shares, par value \$0.01 per share
(Title of Class of Securities)

G3922B107
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G3922B107

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Page 2

1 NAMES OF REPORTING PERSONS

GE Capital (Mauritius) Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

5 SOLE VOTING POWER

10,847,364 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

0 (1)

7 SOLE DISPOSITIVE POWER

10,847,364 (1)

8 SHARED DISPOSITIVE POWER

0 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

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Page 3

1 NAMES OF REPORTING PERSONS

GE Capital International (Mauritius)

2 CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

5 SOLE VOTING POWER

0 (1)

6 NUMBER OF
SHARES
BENEFICIALLY

SHARED VOTING POWER

10,847,364 (1)

7 OWNED BY
EACH
REPORTING

SOLE DISPOSITIVE POWER

0

8 PERSON
WITH:

SHARED DISPOSITIVE POWER

10,847,364 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

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1 NAMES OF REPORTING PERSONS

GE Indian Services Holding Private Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

India

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

10,847,364 (1)

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH:

10,847,364 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%(1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

1 NAMES OF REPORTING PERSONS

GE India Ventures LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6 SHARED VOTING POWER

10,847,364 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

10,847,364 (1)

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10,847,364 (1)

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4.9% (1)

12 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS

General Electric Capital Services Indian Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES

6 SHARED VOTING POWER

BENEFICIALLY

10,847,364 (1)

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH:

10,847,364 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

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1 NAMES OF REPORTING PERSONS

General Electric Capital Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6 SHARED VOTING POWER

10,847,364 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

10,847,364 (1)

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10,847,364 (1)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

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1 NAMES OF REPORTING PERSONS

General Electric Capital Services, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

10,847,364 (1)

OWNED BY
EACH

7 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH:

10,847,364 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Company

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

- 5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 6 SHARED VOTING POWER

10,847,364 (1)

- 7 SOLE DISPOSITIVE POWER

0

- 8 SHARED DISPOSITIVE POWER

10,847,364 (1)

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,847,364 (1)

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (1)

- 12 TYPE OF REPORTING PERSON

CO

(1) See Item 4 of this Schedule 13G (Amendment No. 5).

Item 1(a). Name of Issuer:

Genpact Limited (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

Canon's Court, 22 Victoria Street, Hamilton HM, Bermuda

Name of Person Filing:

This statement is being filed by each of:

GE Capital (Mauritius) Holdings Ltd. (“Holdings”)
GE Capital International (Mauritius) (“International”)
GE Indian Services Holding Private Limited (“Indian Holding”)
GE India Ventures LLC (“India Ventures”)
General Electric Capital Services Indian Investments LLC (“Indian Investments”)
General Electric Capital Corporation (“GECC”)
General Electric Capital Services, Inc. (“GECS”)
General Electric Company (“GE”)

Holdings is owned by GECC, India Ventures and International. International is owned by India Ventures and Indian Holding, which is a subsidiary of India Ventures, which is a subsidiary of Indian Investments, which is a subsidiary of GECC, which is a subsidiary of GECS, which is a subsidiary of GE.

Holdings, International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE are referred to herein collectively as the “Reporting Persons”.

An agreement among the Reporting Persons that this statement be filed on behalf of each of them is attached hereto as Exhibit 1.

Address of Principal Business Office or, if none, Residence:

The principal business offices of Holdings, International and India Ventures are located at Suite 413-414, Regus Mauritius, Ebene Heights 34, Cybercity, Ebene, Mauritius. The principal business offices of Indian Holding are located at AIFACS Building, 1 Rafe Marg, New Delhi, 110001 India. The principal business office of Indian Investments are located at 800 Long Ridge Road, Stamford, CT 06927. The principal business office of GECC is located at 901 Main Avenue, Norwalk, CT 06851. The principal business offices of GECS and GE are located at 3135 Easton Turnpike, Fairfield, CT 06828.

Citizenship:

Each of Holdings, International and India Ventures is a Mauritius company. Indian Holding is an Indian company. Indian Investments is a Delaware limited liability company. Each of GECC and GECS is a Delaware corporation. GE is a New York corporation.

Title and Class of Securities:

Common Shares, par value \$0.01 per share (the "Common Shares")

CUSIP Number:

G3922B107

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If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K)

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Ownership.

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

As of December 31, 2011, Holdings was the direct beneficial owner of 10,847,364 Common Shares of the Issuer. GE and the other Reporting Persons, indirectly through subsidiaries, may be deemed to have beneficial ownership of these shares. Nothing in this Schedule 13G shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the Common Shares of the Issuer, other than the Common Shares held directly or indirectly by such Reporting Person, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. Based on 222,347,968 Common Shares outstanding as of December 31, 2011 (according to the Current Report on Form 8-K filed by the Issuer on February 6, 2012), the 10,847,364 Common Shares directly held by Holdings represents approximately 4.9% of the outstanding Common Shares.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Shares, check the following [X].

Ownership of More than Five Percent on Behalf of Another Person.

Holdings is a party to an internal cash-settled swap arrangement with an indirect wholly-owned subsidiary of GECC as the counterparty relating to 10,847,364 notional Common Shares (the “referenced assets”) having a reference price of \$15.53 per notional share. Following the swap’s maturity (March 24, 2015) or the date of earlier acceleration thereof, Holdings will be obligated to pay the counterparty in cash an amount determined by reference

to price appreciation above the reference price, and the counterparty will be obligated to pay Holdings in cash an amount determined by reference to price depreciation below the reference price. In addition, Holdings is obligated to pay the counterparty an amount equal to distributions received on the referenced assets during the term of the swap. The counterparty neither has nor shares voting or investment power over Common Shares.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Identification and Classification of Members of the Group.

Not applicable.

Notice of Dissolution of Group.

Not applicable.

Certifications.

(a)-(c) Not applicable.

SIGNATURES

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 13, 2012

GE CAPITAL (MAURITIUS) HOLDINGS LTD.

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GE CAPITAL INTERNATIONAL (MAURITIUS)

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GE INDIAN SERVICES HOLDING PRIVATE LIMITED

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GE INDIA VENTURES LLC

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES INDIAN INVESTMENTS LLC

By: /s/ Frank J. Ertl

Name:	Frank J. Ertl
Title:	Attorney-in-fact

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Frank J. Ertl
Name: Frank J. Ertl
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement, dated February 13, 2012, among the Reporting Persons.
2	Power of Attorney (GE Capital (Mauritius) Holdings Ltd.)*
3	Power of Attorney (GE Capital International (Mauritius))*
4	Power of Attorney (GE Indian Services Holding Private Limited)*
5	Power of Attorney (GE India Ventures LLC)*
6	Power of Attorney (General Electric Capital Services Indian Investments LLC)*
7	Power of Attorney (General Electric Capital Corporation)*
8	Power of Attorney (General Electric Capital Services, Inc.)*
9	Power of Attorney (General Electric Company)*

* Previously filed.