

Genpact LTD
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

GENPACT LIMITED

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G3922B107

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

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

- | | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input checked="" type="checkbox"/> | 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 disclosures provided in a prior cover page.

The information required on 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).

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Genpact Investment Co. (Bermuda) Limited

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	5	SOLE VOTING POWER
NUMBER OF		
SHARES		106, 832,699
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		
EACH	7	-0- SOLE DISPOSITIVE POWER
REPORTING		
PERSON		106, 832,699
WITH	8	SHARED DISPOSITIVE POWER
		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106, 832,699

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

See Item 8 X

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.4%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **General Atlantic GenPar (Bermuda), L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 **-0-**
SHARED VOTING POWER

7 **106,832,699**
SOLE DISPOSITIVE POWER

8 **-0-**
SHARED DISPOSITIVE POWER

106,832,699

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,832,699

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

See Item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.4%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP-W International, L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
		SHARED DISPOSITIVE POWER
		106, 832,699

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106, 832,699

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

See Item 8 x

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.4%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **General Atlantic Partners (Bermuda) L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
		SHARED DISPOSITIVE POWER
		106, 832,699

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106, 832,699

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

See Item 8 x

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.4%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GapStar, LLC**
 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	
NUMBER OF			
SHARES	6	-0-	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY			
EACH	7	106, 832,699	
REPORTING		SOLE DISPOSITIVE POWER	
PERSON			
WITH	8	-0-	
		SHARED DISPOSITIVE POWER	
		106, 832,699	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106, 832,699

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

See Item 8 x

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.4%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GAP Coinvestments III, LLC**
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
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
		SHARED DISPOSITIVE POWER
		106, 832,699

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106, 832,699

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See Item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 x

49.4%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GAP Coinvestments IV, LLC**
 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
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
		SHARED DISPOSITIVE POWER
		106, 832,699

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **106, 832,699**
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES

11 **See Item 8** X
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **49.4%**
 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GAPCO GmbH & Co. KG**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106,832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
		SHARED DISPOSITIVE POWER
		106,832,699

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See Item 8 x

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49.4%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GAPCO Management GmbH**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

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NUMBER OF		
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BENEFICIALLY		SHARED VOTING POWER
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49.4%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **GAP (Bermuda) Limited**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
PERSON		
WITH	8	-0-
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See Item 8

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 x

49.4%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **Oak Hill Capital Partners (Bermuda), L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
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PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **Oak Hill Capital Management Partners (Bermuda), L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

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SHARES	6	-0-
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PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **Oak Hill Capital Partners II (Cayman), L.P.**
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5	SOLE VOTING POWER
NUMBER OF		
SHARES	6	-0-
BENEFICIALLY		SHARED VOTING POWER
OWNED BY		
EACH	7	106, 832,699
REPORTING		SOLE DISPOSITIVE POWER
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PN

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 **Oak Hill Capital Management Partners II (Cayman), L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF (a)
A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands