

Genpact LTD  
Form 4  
October 29, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
GAP (Bermuda) LTD

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/25/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
See Remarks

6. 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**

| 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 Ownership (Instr. 4) |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |                      |
| Common Shares                   | 10/25/2012                           |  | S                              |   | 24,098,240<br>(4)   | D  | \$ 14.76 7,761,874 I                       | See Footnote (1) (3) |
| Common Shares                   | 10/25/2012                           |  | S                              |   | 7,210,704<br>(4)  | D  | \$ 14.76 2,322,518 I                       | See Footnote (2) (3) |

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

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SEC 1474 (9-02)



|                                      |            |
|--------------------------------------|------------|
| **Signature of Reporting Person      | Date       |
| /s/ Thomas J. Murphy,<br>Officer (7) | 10/25/2012 |

|                                      |            |
|--------------------------------------|------------|
| **Signature of Reporting Person      | Date       |
| /s/ Thomas J. Murphy,<br>Officer (8) | 10/25/2012 |

|                                 |      |
|---------------------------------|------|
| **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) GAP (Bermuda) Limited is the general partner of General Atlantic GenPar (Bermuda), L.P. ("GAP GenPar"), the general partner of General Atlantic Partners (Bermuda), L.P. ("GAP Bermuda"). The 24,098,240 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP Bermuda in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
  - (2) GAP (Bermuda) Limited is the general partner of GAP GenPar, the general partner of GAP-W International, L.P. ("GAP-W"). The 7,210,704 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP-W in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
  - (3) GAP (Bermuda) Limited is the general partner of GAP GenPar, which is the general partner of GAP Bermuda and GAP-W. As a result, each of GAP (Bermuda) Limited and GAP GenPar may be deemed to beneficially own the shares owned GAP Bermuda and GAP-W.
  - (4) The common shares of Genpact Limited reported disposed on this Form 4 were sold in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.

### Remarks:

- (5) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP GenPar.
- (6) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP GenPar.
- (7) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar.
- (8) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited. The reporting person may be deemed to be a member of GAP GenPar.

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