

Thukral Mohit
Form 4
December 18, 2012

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

OMB APPROVAL

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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 *
Thukral Mohit

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, 105
MADISON AVENUE, 2ND FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

NEW YORK, NY 10016

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	12/14/2012		M		20,000	A	\$ 6.3288 (1)
Common Shares	12/14/2012		S		20,000	D	\$ 15.8727 (3)
					40,472	(2)	D
					20,472	(2)	D

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

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SEC 1474
(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.3288 ⁽¹⁾	12/14/2012		M	20,000	⁽⁴⁾ 12/15/2018	Common Shares 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thukral Mohit C/O GENPACT LLC 105 MADISON AVENUE, 2ND FLOOR NEW YORK, NY 10016			Senior Vice President	

Signatures

/s/ Heather White, as Attorney-in-fact for Mohit Thukral
 12/18/2012
 __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) The exercise price reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- (2) Includes restricted stock units (RSUs) granted under the Genpact Limited 2007 Omnibus Incentive Plan and reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding RSUs following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- (3) The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$15.86 to \$15.94. 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 sold at each price within the range.
- (4) The option vests 20% on each anniversary of December 1, 2008, the vesting period commencement date.
- (5) The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

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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.