

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, 2015  
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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 \*  
OHCP GenPar (Bermuda), L.P.

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)  
201 MAIN STREET, SUITE 3100,  
  
(Street)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)

See Notes (1) and (2)

FORT WORTH, TX 76102

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  | (A) or (D)   | Price   |           |   |   |
| Common Shares                   | 10/25/2012                           |  | S                              |   | 7,741,044<br>(3)  | D  | \$ 14.76  | 2,493,337 | I | By Oak Hill Capital Partners (Bermuda), L.P. (1) (2)            |
| Common Shares                   | 10/25/2012                           |  | S                              |   | 198,488<br>(3)  | D  | \$ 14.76  | 63,932    | I | By Oak Hill Capital Management Partners (Bermuda), L.P. (1) (2) |

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                       |
|--|---------------|-----------|---------|-----------------------|
|  | Director      | 10% Owner | Officer | Other                 |
| OHCP GenPar (Bermuda), L.P.<br>201 MAIN STREET, SUITE 3100<br>FORT WORTH, TX 76102         |               |           |         | See Notes (1) and (2) |
| OHCP MGP (BERMUDA), LTD.<br>65 EAST 55TH STREET<br>36TH FLOOR<br>NEW YORK, NY 10022        |               |           |         | See Notes (1) and (2) |
| OHCP MGP PARTNERS (BERMUDA), L.P.<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102 |               |           |         | See Notes (1) and (2) |
| OHCP SLP (BERMUDA), LTD.<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102          |               |           |         | See Notes (1) and (2) |

## Signatures

/s/ John R. Monsky,  
Officer (4) 10/25/2012

|                                    |            |
|------------------------------------|------------|
| **Signature of Reporting Person    | Date       |
| /s/ John R. Monsky,<br>Officer (4) | 10/25/2012 |
| **Signature of Reporting Person    | Date       |
| /s/ John R. Monsky,<br>Officer (4) | 10/25/2012 |
| **Signature of Reporting Person    | Date       |
| /s/ John R. Monsky,<br>Officer (5) | 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) OHCP GenPar (Bermuda), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners (Bermuda), L.P. ("OHCP") and Oak Hill Capital Management Partners (Bermuda), L.P. ("OHCMP"). OHCP MGP Partners (Bermuda), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP (Bermuda), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP (Bermuda), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP and OHCMP.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP may be deemed to be beneficial owners of the securities owned by OHCP and OHCMP only to the extent of the greater of
  - (2) its respective direct or indirect interest in the profits or capital account of OHCP and OHCMP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by OHCP or OHCMP in excess of such amount.
  - (3) 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:

(4) By OHCP MGP, on its behalf and separately as general partner of MGP Partners and on behalf of MGP Partners as general partner.

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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