Genpact LTD
Form 4
October 29, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
OHCP GenPar II (Cayman), L.P.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 3100,

(Street)

FORT WORTH, TX 76102

(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 Notes (1) and (2)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	10/25/2012		S		21,400,874 (3)	D	$ 14.76	6,893,072	I	By Oak Hill Capital Partners II (Cayman), L.P. (1) (2)
Common Shares	10/25/2012		S		785,181 (3)	D	$ 14.76	252,901	I	By Oak Hill Capital Management Partners II (Cayman), L.P. (1) (2)
	10/25/2012		S			D		1,207,769	I	

Common Shares	3,749,752 [(3)]	$ 14.76	By Oak Hill Capital Partners II (Cayman II), L.P. [(1)] [(2)]

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 II (Cayman), L.P. 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102				See Notes (1) and (2)
OHCP MGP PARTNERS II (CAYMAN), L.P. 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Notes (1) and (2)
OHCP MGP II (Cayman), Ltd. 201 MAIN STREET, SUITE 3100 FORT WORTH, TX 76102				See Notes (1) and (2)
OHCP SLP II (CAYMAN), LTD. 201 MAIN STREET SUITE 3100				See Notes (1) and (2)

FORT WORTH, TX 76102

Signatures

/s/ John R. Monsky, Authorized Signatory (4)	10/25/2012
**Signature of Reporting Person	Date
/s/ John R. Monsky, Authorized Signatory (4)	10/25/2012
**Signature of Reporting Person	Date
/s/ John R. Monsky, Authorized Signatory (4)	10/25/2012
**Signature of Reporting Person	Date
/s/ John R. Monsky, Authorized Signatory (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 II (Cayman), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners II (Cayman), L.P. ("OHCP"), Oak Hill Capital Management Partners II (Cayman), L.P. ("OHCMP") and Oak Hill Capital Partners II (Cayman II), L.P. ("Cayman II"). OHCP MGP Partners II (Cayman), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP II (Cayman), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP II (Cayman), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP, OHCMP and Cayman II.

(2) 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, OHCMP and Cayman II only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP, OHCMP and Cayman II. 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 beneficially owned by OHCP, OHCMP or Cayman II 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 genera

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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