Form 3 November 05, 2012							
FORM 3 UNITED STAT	TES SECURITIES AN	AND EXCHANGE COMMISSION			OMB APPROVAL		
	Washington, D.C. 20549				OMB Number:	3235-0104	
INITIAL STATEMENT OF 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						January 31, 2005 average rs per 0.5	
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> Verdi Mark A	2. Date of Event RequiringStatement(Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Genpact LTD [G]					
(Last) (First) (Middle)	10/25/2012	4. Relationship Person(s) to Is			Amendment, D Month/Day/Yea	-	
C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET		(Check X_ Director Officer	all applicable X10% Othe	Owner			
(Street)		(give title below		^{ow)}	ividual or Join (Check Applical orm filed by One	ble Line)	
BOSTON, MA 02116					orm filed by Mor ing Person	e than One	
(City) (State) (Zip)	Table I - N	on-Derivat	ive Securit	ies Benefici	ally Owned	ł	
1.Title of Security (Instr. 4)	2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Ownership (Instr. 5)	Indirect Benef	icial	

Common Shares, par value \$0.01 per share 57,537,264

Verdi Mark A

SEC 1473 (7-02)

Ι

See Footnotes (1) (2) (3) (4) (5)

(Instr. 5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
κ A					
CAPITAL INVESTORS, LLC	ÂX	ÂX	Â	Â	

C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET Â X Â X BOSTON, MAÂ 02116

Signatures

Shares.

Verdi Marl

/s/ Mark A. Verdi 11/05/2012 **Signature of Date Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Mr. Mark Verdi is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the general partner of Bain Capital Partners Asia (1) II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"), which holds 16,022,978 Common
- BCI is also the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited ("Glory B"), which holds 39,508,656 Common Shares.
- (3) BCI is also the general partner of BCIP Associates IV, L.P. ("BCIP IV"). BCIP IV is the Class A shareholder of Glory Investments IV Limited ("Glory IV"), which holds 1,865,184 Common Shares.

BCI is also the general partner of BCIP Associates IV-B, L.P. ("BCIP IV-B"). BCIP IV-B is the Class A shareholder of Glory

- (4) Investments IV-B Limited ("Glory IV-B", and together with Glory A, Glory B and Glory IV, the "Bain Entities"), which holds 140,446 Common Shares.
- (5) By virtue of these relationships described in the foregoing footnotes, Mr. Verdi may be deemed to beneficially own Common Shares held by the Bain Entities. Mr. Verdi dislcaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.