Genpact LTD Form 4 August 08, 2007

### FORM 4

## OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
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0.5

Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**SECURITIES** 

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response...

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(Print or Type Responses)

1. Name and Address of Reporting Person * GAP (Bermuda) LTD	2. Issuer Name <b>and</b> Ticker or Trading Symbol Genpact LTD [G]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) DirectorX_ 10% Owner			
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA	08/07/2007	Officer (give title _X_ Other (specify below)  See Remarks			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GREENWICH, CT 06830		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Approximately 1.	of (D)	ed (A)	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)
Common Shares	08/07/2007		S	4,184,588	D	\$ 14	37,999,323	I	See Footnote (1)
Common Shares	08/07/2007		S	1,252,118	D	\$ 14	11,370,204	I	See Footnote

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

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#### number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritie	Number of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

### **Reporting Owners**

Reporting Owner Name / Address		Relationships				
1	Director	10% Owner	Officer	Other		
GAP (Bermuda) LTD						
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC		X		See Remarks		
3 PICKWICK PLAZA		Λ		See Kelliarks		
GREENWICH, CT 06830						

### **Signatures**

Reporting Person

/s/ Thomas J.
Murphy

\*\*Signature of 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).
- General Atlantic Partners (Bermuda), L.P. ("GAP Bermuda") owns shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"),
- (1) which sold 11,764,706 common shares of Genpact Limited (the "Issuer"). The common shares of the Issuer reported represents the number of common shares of the Issuer that GAP Bermuda may be deemed to have sold based on its ownership interest in GICo.
- (2) GAP-W International, LP ("GAP-W") owns shares of GICo. The common shares of the Issuer reported represents the number of common shares of the Issuer that GAP-W may be deemed to have sold based on its ownership interest in GICo.

#### **Remarks:**

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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