

Genpact LTD  
Form 4  
November 21, 2013

**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 \*  
Bhatia Mohit

(Last) (First) (Middle)

C/O GENPACT LLC, 105  
MADISON AVENUE, 2ND FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Genpact LTD [G]

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

11/19/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ 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	11/19/2013		M		20,421	A	\$ 14.3235 62,006 <u>(1)</u>
Common Shares	11/19/2013		S		20,421	D	\$ 18.0616 41,585 <u>(2)</u>
Common Shares	11/19/2013		M		25,000	A	\$ 3.0357 66,585
Common Shares	11/19/2013		S		25,000	D	\$ 18.0616 41,585 <u>(2)</u>

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Common Shares	11/19/2013	M	102,615	A	\$ 14.2182 <u>(1)</u>	144,200	D
Common Shares	11/19/2013	S	102,615	D	\$ 18.0616 <u>(2)</u>	41,585	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 14.3235 <u>(1)</u>	11/19/2013		M	20,421	<u>(3)</u> 03/12/2020	Common Shares 20,421
Employee Stock Option (Right to Buy)	\$ 3.0357	11/19/2013		M	25,000	<u>(5)</u> 07/26/2015	Common Shares 25,000
Employee Stock Options (Right to Buy)	\$ 14.2182 <u>(1)</u>	11/19/2013		M	102,615	<u>(6)</u> 04/20/2017	Common Shares 102,615

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bhatia Mohit	Chief Financial Officer

C/O GENPACT LLC  
105 MADISON AVENUE, 2ND FLOOR  
NEW YORK, NY 10016

## Signatures

/s/ Heather White, as Attorney-in-fact for Mohit  
Bhatia

11/21/2013

\_\_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.

The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$18.0500 to \$18.1500. The

(2) 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.

(3) The option vests as to 25% upon each anniversary of February 1, 2010.

The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting

(4) 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.

(5) The option vested over a five-year period commencing January 1, 2005.

(6) The option vested 33.33% on December 31, 2010, 33.33% on December 31, 2011 and 33.34% on December 31, 2012.

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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