

BAIN CAPITAL INVESTORS LLC
 Form 4
 February 19, 2019

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 *
 BAIN CAPITAL INVESTORS LLC

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)
 200 CLARENDON STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

BOSTON, MA 02116
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares | 02/15/2019 | | S | 8,500,194 D | \$ 32.215 32,038,002 | I | See footnotes (1) (2) (3) (4) (5) (6) |

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

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SEC 1474 (9-02)

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

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| 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Partners Asia II, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Partners X, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates IV, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates IV-B, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments A Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments B Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments IV Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments IV-B Ltd 200 CLARENDON STREET | | X | | |

BOSTON, MA 02116

Signatures

| | |
|--|------------|
| BAIN CAPITAL INVESTORS, LLC, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL PARTNERS ASIA II, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL PARTNERS X, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| BCIP ASSOCIATES IV, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| BCIP ASSOCIATES IV-B, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS A LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS B LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS IV LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director | 02/19/2019 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS IV-B LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director | 02/19/2019 |
| __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) Bain Capital Partners Asia II, L.P. ("Asia II") is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, Asia II may be deemed to beneficially own Common Shares held by Glory A. Asia II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On February 15, 2019, Glory A sold 2,367,136 Common Shares. Following such sale, Glory A held 8,921,938 Common Shares.
- (2) Bain Capital Partners X, L.P. ("BCP X") is the Class A shareholder of Glory Investments B Limited ("Glory B"). As a result, BCP X may be deemed to beneficially own Common Shares held by Glory B. BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On February 15, 2019, Glory B sold 5,836,761 Common Shares. Following such sale, Glory B held 21,999,280 Common Shares.
- (3) On February 15, 2019, Glory Investments IV Limited ("Glory IV"), whose Class A shareholder is BCIP Associates IV, L.P. ("BCIP IV"), whose general partner is Boylston Coinvestors, LLC ("Boylston"), sold 275,550 Common Shares. Following such sale, Glory IV held 1,038,576 Common Shares. BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. BCIP IV disclaims

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beneficial ownership of such securities except to the extent of its pecuniary interest therein.

On February 15, 2019, Glory Investments IV-B Limited ("Glory IV-B" and together with Glory A, Glory B and Glory IV, the "Bain Capital Entities"), whose Class A shareholder is BCIP Associates IV-B, L.P. ("BCIP IV-B"), whose general partner is Boylston, sold

- (4) 20,747 shares of Common Stock. Following such sale, Glory IV-B held 78,208 Common Shares. BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. BCIP IV-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (5) Bain Capital Investors, LLC ("BCI") is the general partner of Asia II and BCP X and governs the investment strategy and decision-making process with respect to investments held by Glory IV and Glory IV-B.

By virtue of the relationships described in these footnotes, BCI may be deemed to share voting and dispositive power with respect to the

- (6) Common Shares held by the Bain Capital Entities. BCI disclaims beneficial ownership of such securities except to the extent of its 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.

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