

Singh Arvinder  
Form 4  
December 05, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Singh Arvinder

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

(Street)  
NEW YORK, NY 10016

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Common Shares	12/03/2012		M	V Amount (A) or (D) Price 20,000 A \$ 6.3288 (1)	41,991 (3)	D	
Common Shares	12/03/2012		S	V Amount (A) or (D) Price 20,000 D \$ 15.7157 (2)	21,991 (3)	D	

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

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SEC 1474  
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.3288 <sup>(1)</sup>	12/03/2012		M	20,000	<sup>(4)</sup> 12/15/2018	Common Shares 20,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Senior Vice President

## Signatures

/s/ Heather White, as Attorney-in-fact for Arvinder Singh

12/05/2012

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) 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 \$15.7000 to \$15.7450. 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.

Includes 1,632 shares acquired under the Genpact employee stock purchase plan and 20,359 outstanding restricted stock units (RSUs).

(3) The number of RSUs reflects an adjustment to the Reporting Person's RSUs to preserve the value of the RSU award following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

(4) The Reporting Person's Form 3 filed on March 9, 2012 incorrectly disclosed the vesting schedule for this option. The option vests 20% on each anniversary of December 1, 2008, the vesting period commencement date.

(5) The number of derivative securities beneficially owned 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

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record as of September 10, 2012.

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.