Verdi Mark A Form 3 November 05, 2012

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

**OMB APPROVAL** 

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

Verdi Mark A

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

10/25/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Genpact LTD [G]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O BAIN CAPITAL INVESTORS, LLC, JOHN

HANCOCK TOWER, 200 **CLARENDON STREET** 

(Street)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOSTON, MAÂ 02116

(State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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

(Zip)

Ι

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

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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 (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** 

Conversion or Exercise

Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

#### Edgar Filing: Verdi Mark A - Form 3

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

# **Reporting Owners**

**Relationships** Reporting Owner Name / Address Director 10% Owner Officer Other C/O BAIN CAPITAL INVESTORS, LLC ÂΧ ÂΧ Â JOHN HANCOCK TOWER, 200 CLARENDON STREET

# **Signatures**

BOSTON, MAÂ 02116

Verdi Mark A

/s/ Mark A. 11/05/2012 Verdi

\*\*Signature of Reporting Person

### **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Date

- 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 **(2)** Limited ("Glory B"), which holds 39,508,656 Common Shares.
- 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 (3)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.
- 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.

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