Singh Arvinder Form 3 March 09, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/29/2012

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

Genpact LTD [G]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

Senior Vice President

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10016

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: Direct (D) (Instr. 5)

or Indirect (I) (Instr. 5)

Common Shares

 $20,767 \frac{(1)}{2}$

Â D

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

SEC 1473 (7-02)

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

1. Title of Derivative Security

2. Date Exercisable and **Expiration Date**

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

5. 4. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative

(Instr. 4)

(Month/Day/Year)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------|--------------------|------------------|----------------------------------|----------|--|---|
| Employee Stock Option (Right to Buy) | (2) | 04/20/2017 | Common Shares | 90,450 | \$ 16.13 | D | Â |
| Employee Stock Option (Right to Buy) | (3) | 12/15/2018 | Common Shares | 65,000 | \$ 7.18 | D | Â |
| Employee Stock Option (Right to Buy) | (4) | 03/11/2020 | Common Shares | 20,000 | \$ 16.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | |
|--|----------|-----------|-----------------------|-------|--|
| FG | Director | 10% Owner | Officer | Other | |
| Singh Arvinder C/O GENPACT LLC 105 MADISON AVENUE, 2ND FLOOR NEW YORK, NY 10016 | Â | Â | Senior Vice President | Â | |

Signatures

/s/ Heather White, as Attorney-in-fact for Arvinder Singh 03/09/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 20,000 of the shares from column 2 represent an award of restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan. The restricted stock units vest 25% annually over 4 years beginning on June 1, 2011.
- (2) The option vests 33.33% on December 31, 2010, 33.33% on December 31, 2011 and 33.34% on December 31, 2012.
- (3) The option vests 25% annually over 4 years beginning on December 1, 2008.
- (4) The option vests 25% annually over 4 years beginning on February 1, 2010.

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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