

Genpact LTD  
Form 4  
February 12, 2015

**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 \*  
Tyagarajan N. V.

(Last) (First) (Middle)

C/O GENPACT LLC, 1155  
AVENUE OF THE AMERICAS,  
4TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Shares                   | 02/10/2015                           |  | M                              |   | 51,308  | A  | \$ 3.0357                                  |
|                                 |                                      |  |                                |   | 443,768   |  | D  |
| Common Shares                   | 02/10/2015                           |  | S                              |   | 51,308  | D  | \$ 21.15                                   |
|                                 |                                      |  |                                |   | 392,460   |  | D  |
| Common Shares                   | 02/11/2015                           |  | M                              |   | 5,926   | A  | \$ 3.0357                                  |
|                                 |                                      |  |                                |   | 398,386   |  | D  |
| Common Shares                   | 02/11/2015                           |  | S                              |   | 5,926   | D  | \$ 21.4502                                 |
|                                 |                                      |  |                                |   | 392,460   |  | D  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>                                 |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 3.0357  | 02/10/2015                           |  | M                              | 51,308  | <u>(2)</u> 07/26/2015                                    | Common Shares   | 51,308                     |
| Employee Stock Option (Right to Buy)       | \$ 3.0357  | 02/11/2015                           |  | M                              | 5,926   | <u>(2)</u> 07/26/2015                                    | Common Shares   | 5,926                      |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Tyagarajan N. V.<br>C/O GENPACT LLC<br>1155 AVENUE OF THE AMERICAS, 4TH FLOOR<br>NEW YORK, NY 10036 | X             |           | President and CEO |       |

**Signatures**

/s/ Heather White, as Attorney-in-fact for N.V.  
Tyagarajan  
02/12/2015

\_\_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).

The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$21.45 to \$21.46. The

(1) 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.

(2) The option vested over a five-year period commencing February 7, 2005.

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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