DZIALGA MARK F

Form 4 March 26, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response... 34,

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DZIALGA MARK F

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

Genpact LTD [G]

Filed(Month/Day/Year)

_X__ Director _____ 10% Owner

(Check all applicable)

(Month/Day/Year) 03/24/2010

Officer (give title Other (specify below)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

(State)

03/24/2010

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Ι

Applicable Line)

X 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

D

GREENWICH, CT 06830

(City)

Shares

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) See Common 8,630,000

(1)(2)

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

S

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\$ 15 44,786,349

SEC 1474 (9-02)

(1)(2)

Footnotes

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security	Acquired									Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
							Expiration Date		or		
								(Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

X

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DZIALGA MARK F C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830

Signatures

/s/ Mark F.
Dzialga 03/26/2010

**Signature of Date
Reporting Person

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).

Certain investment funds affiliated with General Atlantic LLC ("General Atlantic") own shares of Genpact Investment Co. (Bermuda) Limited ("GICo"), which sold 17,260,000 common shares of Genpact Limited (the "Issuer"). The 8,630,000 common shares of the Issuer shown on Table I represent 6,139,209 shares by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 1,836,982 shares by GAP-W International, L.P. ("GAP-W"), 107,875 shares by GapStar, LLC ("GapStar"), 425,891 shares by GAP Coinvestments III, LLC ("Coinvestments III"), 111,068 shares by GAP Coinvestments IV, LLC ("Coinvestments IV") and 8,975 shares by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic is the sole member of GapStar.

GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of General Atlantic GenPar (Bermuda) L.P. ("GenPar"). GenPar is the general partner of Bermuda LP and GAP-W. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV, the members and officers of GapStar and the directors of GAP Bermuda. GAPCO Management GmbH

(2) ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Dzialga is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Dzialga disclaims beneficial ownership of such common shares beneficially owned by the other persons referred to above except to the extent of his pecuniary interest therein.

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