

Genpact LTD  
Form 4  
March 26, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
OHCP GenPar (Bermuda), L.P.

(Last) (First) (Middle)  
201 MAIN STREET, SUITE 1620,  
(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2010

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)

See Notes (1) and (2)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |

|               |            |  |   |  |           |   |       |            |   |
|---------------|------------|--|---|--|-----------|---|-------|------------|---|
| Common Shares | 03/24/2010 |  | S |  | 1,972,089 | D | \$ 15 | 10,234,381 | I |
|---------------|------------|--|---|--|-----------|---|-------|------------|---|

By Oak Hill Capital Partners (Bermuda), L.P. (1) (2)

|               |            |  |   |  |        |   |       |         |   |
|---------------|------------|--|---|--|--------|---|-------|---------|---|
| Common Shares | 03/24/2010 |  | S |  | 50,566 | D | \$ 15 | 262,420 | I |
|---------------|------------|--|---|--|--------|---|-------|---------|---|

By Oak Hill Capital Management Partners (Bermuda), L.P. (1) (2)

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

**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.**

SEC 1474  
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                       |
|--|---------------|-----------|---------|-----------------------|
|  | Director      | 10% Owner | Officer | Other                 |
| OHCP GenPar (Bermuda), L.P.<br>201 MAIN STREET, SUITE 1620<br>FORT WORTH, TX 76102         |               |           |         | See Notes (1) and (2) |
| OHCP MGP (BERMUDA), LTD.<br>65 EAST 55TH STREET<br>36TH FLOOR<br>NEW YORK, NY 10022        |               |           |         | See Notes (1) and (2) |
| OHCP MGP PARTNERS (BERMUDA), L.P.<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102 |               |           |         | See Notes (1) and (2) |
| OHCP SLP (BERMUDA), LTD.<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102          |               |           |         | See Notes (1) and (2) |

## Signatures

/s/ John R. Monsky,  
Officer (3) 03/26/2010

