REINER GARY M

Form 4

October 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * REINER GARY M			2. Issuer Name and Ticker or Trading Symbol Genpact LTD [G]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(enesia un applicació)				
C/O GENERAL ATLANTIC SERV CORP,, 3 PICKWICK PLAZA			(Month/Day/Year) 10/25/2012	XDirector10% Owner Officer (give titleOther (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
GREENWICH, CT 06830			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(- 3)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	bie I - Non	-Derivative Sec	urities	Acquire	a, Disposea oi, o	r Beneficially	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A orDisposed of (D (Instr. 3, 4 and Amount)	d (A) or	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 Beneficial Ownership (Instr. 4)
Common Shares	10/25/2012		S	33,875,339 (1)	D	\$ 14.76	10,911,010	I	See footnotes (2) (3)
Common Shares (4)	10/25/2012		D	6,807 <u>(5)</u>	D	\$0	6,807 <u>(6)</u>	D	

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

(Zip)

(State)

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Table I. Non-Desiration Committee Assuring Disposed of an Desirally Committee

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		
				Couc v	$(\Lambda)(D)$				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REINER GARY M C/O GENERAL ATLANTIC SERV CORP, 3 PICKWICK PLAZA GREENWICH, CT 06830



Signatures

/s/ Gary M. 10/25/2012 Reiner

**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).
- (1) The common shares of Genpact Limited reported disposed on this Form 4 were sold in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
- (2) Certain investment funds affiliated with General Atlantic LLC are holders of common shares of Genpact Limited.
- (3) Mr. Reiner is Operating Partner of General Atlantic LLC. Mr. Reiner disclaims beneficial ownership of such common shares shown as indirectly beneficially owned by him except to the extent of his pecuniary interest therein.
- (4) Represents unvested award of restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan.
- (5) Unvested restricted shares forfeited by Mr. Reiner upon his resignation from the board of directors of Genpact Limited on October 25, 2012, following the closing of the transaction referenced in footnote 1.
- (6) Amount of shares reflects share adjustment (by a factor of 1.1345) made following a special dividend paid by Genpact Limited on September 24, 2012.

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.

Reporting Owners 2