REINER GARY M

Form 4 May 18, 2012

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

See Instruction

See Instruction

See Instruction

See Instruction

Fried pursuant to Section 10(a) of the Sectio

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person 2

REINER GARY M

Symbol

Genpact LTD [G]

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading
Symbol

Genpact LTD [G]

(Check all applicable)

(Month/Day/Year)

X Director

O5/16/2012

X Director

Officer (give title below)

Other (specify below)

C/O GENERAL ATLANTIC SERV CORP, 3 PICKWICK PLAZA

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person __ Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 05/16/2012 Α 6,000 Α \$0 12,000 D Shares (1) See Common 44,786,349 Ι **Footnotes Shares** (2)(3)

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)

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------------------|----------------------------|---------------|-----------------|------------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount of | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | | | Securities | | (Instr. 5) | Bene |
| | Derivative | | | | Securities Acquired (A) or | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | | | | | | | Follo |
| | • | | | | | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | Λ. | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration Date | Title N | r Jumber | | |
| | | | | | | Exercisable | | Title Numb | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | Code V (A) (D) | | | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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

X

Signatures

Heather White, as Attorney-in-fact for Gary M. Reiner

05/18/2012

**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).
- (1) Represents unvested award of restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan.
- (2) Certain investment funds affiliated with General Atlantic LLC are holders of common shares of Genpact Limited.
- Mr. Reiner is an 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.

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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