Singh Arvinder Form 4 December 05, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

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

obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Singh Arvinder

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

Genpact LTD [G] 3. Date of Earliest Transaction

(Check all applicable)

(Last) (First)

(Month/Day/Year) 12/03/2012

Director 10% Owner X_ Officer (give title Other (specify below)

C/O GENPACT LLC, 105 MADISON AVENUE, 2ND FLOOR

(Street)

4. If Amendment, Date Original

Senior Vice President 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

NEW YORK, NY 10016

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Sec	curities Acquii	red, Disposed of,	or Beneficiall	y Owned
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 comor Disposed of (Instr. 3, 4 and (Instr. 3, 4 and (Instr. 3, 4 and (Instr. 4 and (In	of (D) d 5) A) r	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	12/03/2012		M	20,000 A	\$ 6.3288 (1)	41,991 (3)	D	
Common Shares	12/03/2012		S	20,000 D	\$ 15.7157 (2)	21,991 (3)	D	

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

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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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.3288 (1)	12/03/2012		M	20,000	<u>(4)</u>	12/15/2018	Common Shares	20,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Singh Arvinder C/O GENPACT LLC 105 MADISON AVENUE, 2ND FLOOR NEW YORK, NY 10016

Senior Vice President

Signatures

/s/ Heather White, as Attorney-in-fact for Arvinder Singh

12/05/2012

Date

**Signature of 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 exercise price reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$15.7000 to \$15.7450. The (2) 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.
 - Includes 1,632 shares acquired under the Genpact employee stock purchase plan and 20,359 outstanding restricted stock units (RSUs).
- (3) The number of RSUs reflects an adjustment to the Reporting Person's RSUs to preserve the value of the RSU award following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- (4) The Reporting Person's Form 3 filed on March 9, 2012 incorrectly disclosed the vesting schedule for this option. The option vests 20% on each anniversary of December 1, 2008, the vesting period commencement date.
- (5) The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of

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record as of September 10, 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.