Genpact LTD Form 3

November 05, 20									
FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549				IMISSIO					
			vv a	sinigton, i	J.C. 20549	·		OMB Number:	3235-0104
	IN	ITIAL S	TATEMEN			OWNERSH	HP OF	Expires:	January 31,
		-			Securities	Exchange Ac ny Act of 193		Estimated burden ho response.	ours per
		30	(h) of the Ir	vestment C	Company A	ct of 1940			
(Print or Type Respo	onses)								
1. Name and Addre Person <u>*</u> BAIN CAPI INVESTORS L	ΓAL	ting	2. Date of Ev Statement (Month/Day/ 10/25/2012	Year)	3. Issuer Na Genpact l	ume and Ticker (LTD [G]	or Trading S	Symbol	
(Last) (F	ëirst) (Middle)			4. Relations Person(s) to	ship of Reporting Issuer	-	f Amendment, ed(Month/Day/Y	e
JOHN HANCO TOWER, 200 STREET		NDON			(Che	ck all applicable			
	treet)				Direct Office (give title bel	rOthe	r 6. I ^(ow) Fili	ndividual or Jo ng(Check Applic Form filed by O	cable Line)
BOSTON, MA	AÂ 02116	Ì						son _ Form filed by M porting Person	Iore than One
(City) (S	tate)	(Zip)		Table I - N	Non-Deriv	vative Securities Beneficially Owned			
1.Title of Security (Instr. 4)				2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature Ownershij (Instr. 5)	of Indirect Ben p	eficial
Common Shares	s, par valu	ie \$0.01 j	per share	57,537,264	4	Ι	See Foo	tnotes (1) (2)	3) (4) (5)
Reminder: Report o owned directly or in		line for ea	ch class of sec	irities benefic	ially	SEC 1473 (7-02	2)		
	Persons informat required	ion conta to respo	oond to the o lined in this t nd unless th //B control n	iorm are not e form displ	:				

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting 0 when runne / runness	Director	10% Owner	Officer	Other	
BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
Glory Investments A Ltd JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
Glory Investments B Ltd JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
Glory Investments IV Ltd JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
Glory Investments IV-B Ltd JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
Bain Capital Partners Asia II, L.P. JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	X	Â	Â	
Bain Capital Partners X, L.P. JOHN HANOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
GLORY INVESTMENTS TA IV Ltd JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	Â	ÂX	Â	Â	
BCIP Associates IV, L.P. JOHN HANOCK TOWER 200 CLARENDON STREET	Â	X	Â	Â	

BOSTON, MAÂ 02116

BCIP Associates IV-B, L.P. JOHN HANOCK TOWER 200 CLARENDON STREET BOSTON, MAÂ 02116

 \hat{A} \hat{A} X \hat{A} \hat{A}

Signatures

BAIN CAPITAL PARTNERS ASIA II, L.P., BAIN CAPITAL PARTNERS X, L.P., BCIP ASSOCIATES IV, L.P., BCIP ASSOCIATES IV-B, L.P., BAIN CAPITAL INVESTORS, LLC /s/ Mark Nunnelly	11/05/2012
	D .
**Signature of Reporting Person	Date
GLORY INVESTMENTS A LIMITED, GLORY INVESTMENTS B LIMITED, GLORY	
INVESTMENTS IV LIMITED, GLORY INVESTMENTS IV-B LIMITED, GLORY	11/05/2012
INVESTMENTS TA IV LIMITED /s/ Ranesh Ramanathan	
**Signature of Reporting Person	Date
Explanation of Responses:	

* If the form is filed by more than one reporting person, see Instruction 5(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).

Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, each of BCI and Asia II may be deemed to beneficially own

(1) Shareholder of Oldry Investments A Entitled ("Oldry A"). As a result, each of BCI and Asia II may be deented to beneficially own
 Common Shares held by Glory A. Each of BCI and Asia II disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

BCI is the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited
(2) ("Glory B"). As a result, each of BCI and BCP X may be deemed to beneficially own Common Shares held by Glory B. Each of BCI and BCP X disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

BCI is the general partner of BCIP Associates IV, L.P. ("BCIP IV"). BCIP IV is the Class A shareholder of Glory Investments IV Limited
(3) ("Glory IV"). As a result, each of BCI and BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. Each of BCI and BCIP IV disclaim beneficial ownership to such securities except to the extent of its pecuniary interest therein.

BCI is the general partner of BCIP Associates IV-B, L.P. ("BCIP IV-B"). BCIP IV-B is the Class A shareholder of Glory Investments IV-B Limited ("Glory IV-B"). As a result, each of BCI and BCIP IV-B may be deemed to beneficially own Common Shares held by

(4) IV-B Einited (Obry IV-B). As a result, each of BCI and BCI IV-B may be deened to beneficiary own common shares neurosy of Glory IV-B. Each of BCI and BCIP IV-B disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Glory A, Glory B, Glory IV, Glory IV-B and Glory Investments TA IV Limited ("Glory TA IV") are party to an amended and restated shareholders agreement and an investor agreement, each dated October 25, 2012, pursuant to which Glory TA IV was appointed as representative of the investors named therein for matters relating to the voting and disposition of the Common Shares. BCI is the Class A

(5) representative of the investors handed increment of matters relating to the voting and disposition of the common shares. Deris the class A shareholder of Glory TA IV. As a result, each of BCI and Glory TA IV may be deemed to beneficially own Common Shares held by Glory A, Glory B, Glory IV and Glory IV-B. Each of BCI and Glory TA IV disclaim beneficial ownership of such securities except to the extent of its 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.