

DZIALGA MARK F
Form 4
March 26, 2010

FORM 4

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

OMB APPROVAL

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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 *
DZIALGA MARK F

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/24/2010		S	(A) 8,630,000 (1) (2)	D \$ 15 44,786,349	I	See Footnotes (1) (2)

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)

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Table with 9 columns: 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. 6)

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: DZIALGA MARK F, C/O GENERAL ATLANTIC SERVICE COMPANY, LLC, 3 PICKWICK PLAZA, GREENWICH, CT 06830. Relationship: X (Director).

Signatures

/s/ Mark F.
Dzialga
03/26/2010
**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) Certain investment funds affiliated with General Atlantic LLC ("General Atlantic") own shares of Genpact Investment Co. (Bermuda) Limited ("GICo"), which sold 17,260,000 common shares of Genpact Limited (the "Issuer"). The 8,630,000 common shares of the Issuer shown on Table I represent 6,139,209 shares by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 1,836,982 shares by GAP-W International, L.P. ("GAP-W"), 107,875 shares by GapStar, LLC ("GapStar"), 425,891 shares by GAP Coinvestments III, LLC ("Coinvestments III"), 111,068 shares by GAP Coinvestments IV, LLC ("Coinvestments IV") and 8,975 shares by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic is the sole member of GapStar.
GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of General Atlantic GenPar (Bermuda) L.P. ("GenPar"). GenPar is the general partner of Bermuda LP and GAP-W. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV, the members and officers of GapStar and the directors of GAP Bermuda.
(2) GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Dzialga is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Dzialga disclaims beneficial ownership of such common shares beneficially owned by the other persons referred to above 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.