Genpact LTD Form 4 March 26, 2010

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GAP (Bermuda) LTD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Genpact LTD [G]

(Check all applicable)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/24/2010

Director X__ 10% Owner Officer (give title __X__ Other (specify

below) below) See Remarks

PICKWICK PLAZA

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

GREENWICH, CT 06830

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficial	y 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 Approximately 1.	of (D)	ed (A)	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	6,139,209	D	\$ 15	31,860,114	I	See Footnote (1) (3)
Common Shares	03/24/2010		S	1,836,982	D	\$ 15	9,533,222	I	See Footnote (2) (3)

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

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(9-02)

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number.

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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title Number			
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships					
Reporting Owner Name / Address		Director	10% Owner	Officer	Other			
GAP (Bermuda) LTD C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830			X		See Remarks			
General Atlantic Partners (Bermuda), L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830			X		See Remarks			
GAP-W INTERNATIONAL, LP C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830			X		See Remarks			
GENERAL ATLANTIC GENPAR (BERMUDA), L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830			X		See Remarks			
Signatures								
/s/ Thomas J. Murphy, Vice President (4)	03/26/2010							
**Signature of Reporting Person	Date							
/s/ Thomas J. Murphy, Vice President (5)	03/26/2010							

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Date

**Signature of Reporting Person

/s/ Thomas J. Murphy, Vice President (6) 03/26/2010

**Signature of Reporting Person Date

/s/ Thomas J. Murphy, Vice President (7) 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).
- General Atlantic Partners (Bermuda), L.P. ("GAP Bermuda") owns shares of Genpact Investment Co. (Bermuda) Limited ("GICo"), which sold 17,260,000 common shares of Genpact Limited (the "Issuer"). The common shares of the Issuer reported represents the
- number of common shares of the Issuer that GAP Bermuda may be deemed to have sold based on its ownership interest in GICo.
- (2) GAP-W International, LP ("GAP-W") owns shares of GICo. The common shares of the Issuer reported represents the number of common shares of the Issuer that GAP-W may be deemed to have sold based on its ownership interest in GICo.
- GAP (Bermuda) Limited is the general partner of General Atlantic GenPar (Bermuda), L.P. ("GAP GenPar"), which is the general (3) partner of GAP Bermuda and GAP-W. As a result, each of GAP (Bermuda) Limited and GAP GenPar may be deemed to beneficially own the shares owned GAP Bermuda and GAP-W.

Remarks:

- (4) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP Bermuda.
- (5) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP-W.
- (6) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar.
- (7) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited.

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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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