

Mehta Piyush
 Form 4
 December 07, 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 obligations may continue. See Instruction 1(b).

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 *
 Mehta Piyush

(Last) (First) (Middle)
 C/O GENPACT LLC, 105
 MADISON AVENUE, 2ND FLOOR
 (Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Genpact LTD [G]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/05/2012

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)
 Senior Vice President

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	12/05/2012		M		\$ 6.3288 50,517 ⁽³⁾ <u>(1)</u>	D	
Common Shares	12/05/2012		S		\$ 15.823 17,617 ⁽³⁾ <u>(2)</u>	D	
Common Shares	12/05/2012		M		\$ 9.3018 42,617 ⁽³⁾ <u>(1)</u>	D	
Common Shares	12/05/2012		S		\$ 15.823 17,617 ⁽³⁾	D	

(2)

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

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(9-02)

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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 6.3288 <u>(1)</u>	12/05/2012		M	32,900	<u>(4)</u> 12/15/2018	Common Shares	32,900	
Employee Stock Options (Right to Buy)	\$ 9.3018 <u>(1)</u>	12/05/2012		M	25,000	<u>(6)</u> 01/03/2017	Common Shares	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Piyush 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 Piyush Mehta

12/07/2012

**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) 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 \$15.7600 to \$15.8900. 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 2,263 shares acquired under the Genpact employee stock purchase plan and 15,354 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 option vests 20% on each anniversary of December 1, 2008, the vesting period commencement date.

The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting

(5) 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.

(6) The option vested over a five-year period commencing January 1, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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