

Genpact LTD
Form 8-K
February 14, 2019

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 12, 2019

GENPACT LIMITED

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction

of incorporation)

001-33626
(Commission

File Number)
Canon s Court, 22 Victoria Street

98-0533350
(I.R.S. Employer

Identification No.)

Hamilton HM 12, Bermuda

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (441) 295-2244

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On February 12, 2019, Genpact Limited (the Company) entered into an underwriting agreement (the Underwriting Agreement) with certain selling shareholders affiliated with Bain Capital Investors, LLC and its co-investor, GIC Private Limited (collectively, the Selling Shareholders), and Goldman Sachs & Co. LLC as sole underwriter, relating to the sale of 10,000,000 common shares (the Shares) of the Company pursuant to the terms of that certain amended and restated shareholders agreement, dated as of October 25, 2012, by and among the Company and the Selling Shareholders.

The Company is not selling any common shares in, and will not receive any proceeds from, the offering.

The Shares will be offered and sold pursuant to a shelf registration statement that the Company filed with the Securities and Exchange Commission, which became effective on April 13, 2016 (File No. 333-210729). A prospectus supplement, dated February 12, 2019, relating to the offering was filed with the Securities and Exchange Commission. The offering is expected to close on February 15, 2019, subject to customary closing conditions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached to this Current Report on Form 8-K as Exhibit 1.1 hereto and is incorporated herein by reference.

A copy of the legal opinion and consent of Appleby (Limited) Bermuda, Bermuda counsel to the Company, is attached to this Current Report on Form 8-K as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

- Exhibit 1.1 Underwriting Agreement, dated February 12, 2019, by and among Genpact Limited, the selling shareholders named in Schedule I thereto and Goldman Sachs & Co. LLC
- Exhibit 5.1 Opinion of Appleby (Bermuda) Limited, dated February 14, 2019
- Exhibit 23.1 Consent of Appleby (Bermuda) Limited (included as part of Exhibit 5.1)

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENPACT LIMITED

Date: February 14, 2019

By: /s/ Heather D. White

Name: Heather D. White

Title: Senior Vice President, General Counsel and Secretary

**ITEM 5.02
Departure of Directors or Certain Officers; Election of Directors; Compensatory Arrangements of Certain Officers**

On July 22, 2008, the Independent Directors of the Board of Directors of The Cheesecake Factory Incorporated approved Mr. Alexander L. Cappello to serve as our Lead Director. Mr. Cappello replaces Mr. Thomas L. Gregory, who previously served in that position under the title Coordinating Director. Among other duties, our Lead Director oversees the Nominating and Governance Committee's review of our compliance with corporate governance policies adopted by the Board.

On July 22, 2008, the Compensation Committee of our Board of Directors approved an Amendment and Restatement of The Cheesecake Factory Incorporated Executive Savings Plan (the Plan) to satisfy the requirements of Section 409A of the Internal Revenue Code. The amendments to the Plan will create two plans, Plan A and Plan B, within one master plan. Plan A will apply only to elective deferrals and matching contributions contributed and vested on or before December 31, 2004. Plan B will apply only to elective deferrals and matching contributions contributed or vested on or after January 1, 2005. The foregoing does not constitute a complete summary of the terms of the Plan and reference is made to the complete form of the Plan which is attached as Exhibit 99.3 to this report and is incorporated by reference.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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| 99.1 | Third Amendment to Amended and Restated Year 2000 Omnibus Performance Stock Incentive Plan |
| 99.2 | First Amendment to 2001 Omnibus Incentive Stock Incentive Plan |
| 99.3 | The Cheesecake Factory Incorporated Amended & Restated Executive Savings Plan |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 24, 2008

THE CHEESECAKE FACTORY INCORPORATED

By:

/s/ CHERYL M. SLOMANN

Cheryl M. Slomann

Interim Chief Financial Officer, Vice President and
Controller