

Genpact LTD
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 *
GE Capital (Mauritius) Holdings Ltd

(Last) (First) (Middle)

SUITE 413-414, REGUS
MAURITIUS, EBENE HEIGHTS
34, CYBERCITY

(Street)

EBENE, O4 00000

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Shares | 03/24/2010 | | S ⁽¹⁾ | 19,022 | D \$ 14.4375 | 0 | D ⁽²⁾ |
| Common Shares | 03/24/2010 | | S ⁽³⁾ | 19,980,978 | D \$ 14.4375 | 19,947,364 | D ⁽⁴⁾ |

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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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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Equity Swap | (5) (6) | 03/25/2010 | | J(5)(6) | 1 | (5)(6) | (5)(6) | Common Shares | (5) (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GE Capital (Mauritius) Holdings Ltd SUITE 413-414, REGUS MAURITIUS EBENE HEIGHTS 34, CYBERCITY EBENE, O4 00000 | | X | | |
| GE Capital International (Mauritius) SUITE 413-414, REGUS MAURITIUS EBENE HEIGHTS 34, CYBERCITY EBENE, O4 00000 | | X | | |
| GE Indian Services Holding Private LTD AIFACS BUILDING 1 RAFI MARG NEW DELHI, K7 110001 | | X | | |
| GE India Ventures LLC SUITE 413-414, REGUS MAURITIUS EBENE HEIGHTS 34, CYBERCITY EBENE, O4 00000 | | X | | |
| General Electric Capital Services Indian Investments LLC 800 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851 | | X | | |

GENERAL ELECTRIC CAPITAL SERVICES INC/CT
 3135 EASTON TURNPIKE X
 FAIRFIELD, CT 06828-0001

GENERAL ELECTRIC CO
 3135 EASTON TURNPIKE X
 W3F
 FAIRFIELD, CT 06828

Signatures

/s/ P. Jonas Svedlund, Attorney-in-Fact/GE Capital (Mauritius)
 Holdings Ltd.

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) Sale by GE Capital International (Mauritius) ("International").

Directly owned by International. Indirectly owned by GE Indian Services Holding Private Limited ("Indian Holding"), GE India Ventures LLC ("India Ventures"), General Electric Capital Services Indian Investments LLC ("Indian Investments"), General Electric Capital Corporation ("GECC"), General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE"). International is owned

(2) by India Ventures and Indian Holding, which is a subsidiary of India Ventures, which is a subsidiary of Indian Investments, which is a subsidiary of GECC, which is a subsidiary of GECS, which is a subsidiary of GE. Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by International, except to the extent of their pecuniary interest therein. *See* Exhibit 99.1, incorporated by reference herein.

(3) Sale by GE Capital (Mauritius) Holdings Ltd. ("Holdings").

Directly owned by Holdings. Indirectly owned by International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE. Holdings is owned by GECC, India Ventures and International. International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by Holdings, except to the extent of their pecuniary interest therein. *See* Exhibit 99.1, incorporated by reference herein.

(5) Holdings entered into an internal cash-settled swap arrangement with an indirect wholly-owned subsidiary of GECC as the counterparty relating to 19,947,364 notional Common Shares (the "referenced assets") having a reference price of \$15.53 per notional share. Following the swap's maturity (March 24, 2015) or the date of earlier acceleration thereof, Holdings will be obligated to pay the counterparty in cash an amount determined by reference to price appreciation above the reference price, and the counterparty will be obligated to pay Holdings in cash an amount determined by reference to price depreciation below the reference price. GECC, GECS and GE disclaim beneficial ownership, except to the extent of their pecuniary interest therein.

(6) (Continuation of Footnote 5) In addition, Holdings is obligated to pay the counterparty an amount equal to any distributions received on the referenced assets during the term of the swap. The counterparty neither has nor shares voting or investment power over Common Shares.

Remarks:

Exhibits 24.1, 24.2, 24.3, 24.4, 24.5, 24.6, 24.7, and 24.8 (Powers of Attorney) and Exhibit 99.1 (Joint Filer Information), incorporated herein by reference.

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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