Genpact LTD
Form 4
October 29, 2012

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(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)
10/25/2012

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) __X__ Other (specify below)
See Remarks

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	10/25/2012		S		24,098,240 (4)	D	$ 14.76	7,761,874	I	See Footnote (1) (3)
Common Shares	10/25/2012		S		7,210,704 (4)	D	$ 14.76	2,322,518	I	See Footnote (2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAP (Bermuda) LTD C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830				See Remarks
General Atlantic Partners (Bermuda), L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830				See Remarks
GAP-W INTERNATIONAL, LP C/O GENERAL ATLANTIC SERVICE COMPANY LLC 3 PICKWICK PLAZA GREENWICH, CT 06830				See Remarks
GENERAL ATLANTIC GENPAR (BERMUDA), L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830				See Remarks

Signatures

/s/ Thomas J. Murphy, Officer (5)	10/25/2012
**Signature of Reporting Person	Date
/s/ Thomas J. Murphy, Officer (6)	10/25/2012

**Signature of Reporting Person	Date
/s/ Thomas J. Murphy, Officer (7)	10/25/2012
**Signature of Reporting Person	Date
/s/ Thomas J. Murphy, Officer (8)	10/25/2012
**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)	GAP (Bermuda) Limited is the general partner of General Atlantic GenPar (Bermuda), L.P. ("GAP GenPar"), the general partner of General Atlantic Partners (Bermuda), L.P. ("GAP Bermuda"). The 24,098,240 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP Bermuda in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
(2)	GAP (Bermuda) Limited is the general partner of GAP GenPar, the general partner of GAP-W International, L.P. ("GAP-W"). The 7,210,704 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP-W in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
(3)	GAP (Bermuda) Limited is the general partner of GAP GenPar, which is the general 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.
(4)	The common shares of Genpact Limited reported disposed on this Form 4 were sold in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.

Remarks:

(5) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner
(6) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner
(7) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar.
(8) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited. The reporting person may be deemed to be a member o

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.