

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
SEC Accession No. [0001140361-13-013221](#)

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REPORTING OWNER

BARTER JOHN W

CIK: **1007921**

Type: **4** | Act: **34** | File No.: **001-33626** | Film No.: **13702821**

Mailing Address

2101 CITYWEST BLVD
HOUSTON TX 77042-2827

ISSUER

Genpact LTD

CIK: **1398659** | IRS No.: **980533350** | State of Incorporation: **DO** | Fiscal Year End: **1231**
SIC: **8742** Management consulting services

Mailing Address

CANON'S COURT
22 VICTORIA STREET
HAMILTON D0 HM122

Business Address

CANON'S COURT
22 VICTORIA STREET
HAMILTON D0 HM122
4412952244

FORM 4

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

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

| OMB APPROVAL | |
|---|------------|
| OMB Number: | 3235-0287 |
| Expires: | 02/28/2011 |
| Estimated average burden hours per response | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person BARTER JOHN W | | | 2. Issuer Name and Ticker or Trading Symbol Genpact LTD [G] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013 | | | | | |
| C/O GENPACT LLC, 105 MADISON AVENUE, 2ND FLOOR | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| NEW YORK, NY 10016 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 03/15/2013 | | M | | 20,000 | A | \$3.0357 ⁽¹⁾ | 40,421 ⁽²⁾ | D | |
| Common Shares | 03/15/2013 | | S | | 20,000 | D | \$17.8761 ⁽³⁾ | 20,421 ⁽²⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|----------------------------|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$3.0357 ⁽¹⁾ | 03/15/2013 | | M | | 20,000 | ⁽⁴⁾ | 09/28/2015 | Common Shares | 20,000 | \$ 0 | 77,485 | D | |

Explanation of Responses:

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.

2. Includes restricted stock units (RSUs) granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan and reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding RSUs following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
3. The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$17.8100 to \$18.0001. The 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.
4. The option vested over a five-year period commencing July 6, 2005.

Remarks:

The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 14, 2013.

Signatures

/s/ Heather White as Attorney-in-fact for John W. Barter

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

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

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 Number.