

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>OHCP GenPar II (Cayman), L.P.</u> (Last) (First) (Middle) <u>201 MAIN STREET, SUITE 3100</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [G]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Notes (1) and (2)</u> 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
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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		21,400,874 ⁽³⁾	D	\$14.76	6,893,072	I	By Oak Hill Capital Partners II (Cayman), L.P. ⁽¹⁾⁽²⁾
Common Shares	10/25/2012		S		785,181 ⁽³⁾	D	\$14.76	252,901	I	By Oak Hill Capital Management Partners II (Cayman), L.P. ⁽¹⁾⁽²⁾
Common Shares	10/25/2012		S		3,749,752 ⁽³⁾	D	\$14.76	1,207,769	I	By Oak Hill Capital Partners II (Cayman II), L.P. ⁽¹⁾⁽²⁾

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>OHCP GenPar II (Cayman), L.P.</u> (Last) (First) (Middle) <u>201 MAIN STREET, SUITE 3100</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>OHCP MGP PARTNERS II (CAYMAN), L.P.</u> (Last) (First) (Middle)

201 MAIN STREET		
SUITE 3100		
<hr/>		
(Street)		
FORT WORTH	TX	76102
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

OHCP MGP II (Cayman), Ltd.

(Last)

(First)

(Middle)

201 MAIN STREET, SUITE 3100

(Street)

FORT WORTHTX76102

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

OHCP SLP II (CAYMAN), LTD.

(Last)

(First)

(Middle)

201 MAIN STREET

SUITE 3100

(Street)

FORT WORTHTX76102

(City)

(State)

(Zip)

Explanation of Responses:

1. OHCP GenPar II (Cayman), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners II (Cayman), L.P. ("OHCP"), Oak Hill Capital Management Partners II (Cayman), L.P. ("OHCMP") and Oak Hill Capital Partners II (Cayman II), L.P. ("Cayman II"). OHCP MGP Partners II (Cayman), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP II (Cayman), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP II (Cayman), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP, OHCMP and Cayman II.
2. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP may be deemed to be beneficial owners of the securities owned by OHCP, OHCMP and Cayman II only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP, OHCMP and Cayman II. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities beneficially owned by OHCP, OHCMP or Cayman II in excess of such amount.
3. 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:

(4) By OHCP MGP, on its behalf and separately as general partner of MGP Partners and on behalf of MGP Partners as general partner of GenPar. (5) By SLP.

<u>/s/ John R. Monsky,</u>	<u>10/25/2012</u>
<u>Authorized Signatory (4).</u>	
<u>/s/ John R. Monsky,</u>	<u>10/25/2012</u>
<u>Authorized Signatory (4).</u>	
<u>/s/ John R. Monsky,</u>	<u>10/25/2012</u>
<u>Authorized Signatory (4).</u>	
<u>/s/ John R. Monsky,</u>	<u>10/25/2012</u>
<u>Authorized Signatory (5).</u>	

** Signature of Reporting Person	Date
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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.