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): May 1, 2013

GENPACT LIMITED

(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation) 001-33626 (Commission File Number) 98-0533350 (I.R.S. Employer Identification No.)

Canon's Court, 22 Victoria Street 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)

ck 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 isions:
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))

Item 2.02 Results of Operations and Financial Condition.

On May 1, 2013, Genpact Limited (the "Company") issued a press release announcing its financial results for the three months ended March 31, 2013. The Company is furnishing this Form 8-K pursuant to Item 2.02, "Results of Operations and Financial Condition." A copy of the press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 99.1 Press release dated May 1, 2013

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: May 1, 2013 By: /s/ Heather White

Name: Heather White

Title: Vice President and Senior Legal Counsel

EXHIBIT INDEX

Exhibit Description

99.1 Press release dated May 1, 2013



Genpact Reports Results for the First Quarter of 2013

Revenues of \$503.8 Million, Up 15.7% Adjusted Income from Operations of \$82.8 Million, Up 15.6% Cash Flow from Operations of \$31.5 Million

NEW YORK, May 1, 2013 — Genpact Limited (NYSE: G), a global leader in business process management and technology services, today announced financial results for the first quarter ended March 31, 2013.

Key Financial Results - First Quarter 2013

- Revenues were \$503.8 million, up 15.7% from \$435.5 million in the first quarter of 2012. Revenues from Global Clients were up 21.0%, and business process management revenues from Global Clients were up 21.7%.
- Net income attributable to Genpact Limited shareholders was \$46.7 million, up 21.3% from \$38.5 million in the first quarter of 2012. Net income margin for the first quarter of 2013 was 9.3%, compared to 8.9% in the first quarter of 2012.
- Diluted earnings per common share were \$0.20, up from \$0.17 per share in the first quarter of 2012.
- · Adjusted income from operations was \$82.8 million, up 15.6% from \$71.6 million in the first quarter of 2012.
- Adjusted income from operations margin was 16.4%, unchanged from the first quarter of 2012.
- Adjusted diluted earnings per share were \$0.23, up from \$0.21 in the first quarter of 2012.

N.V. 'Tiger' Tyagarajan, Genpact's president and CEO said, "Genpact's first quarter results included solid growth in revenues, adjusted operating income and cash flow from operations. We have had a good start to 2013 with another quarter of consistent growth for Genpact. We continue to deliver clear, measurable business outcomes for clients, differentiate our approach by strengthening our capabilities and expertise, refine our growth strategies and build on Genpact's strong position in our large and underpenetrated target markets."

Revenues from Global Clients grew 21.0% over the first quarter of 2012. Business process management revenues from Global Clients grew by 21.7%, led by growth in Consumer Goods, Life Sciences, Insurance and Banking and Financial Services. Revenues from Global Clients represented approximately 76.8% of Genpact's total revenues, or \$387 million, with the remaining 23.2% of revenues, or \$117 million, coming from GE. GE revenues increased 1.0% from the first quarter of 2012.

As of March 31, 2013, 204 client relationships each contributed revenues of \$1 million or more in the preceding twelve months, up from 182 such relationships as of March 31, 2012. As of March 31, 2013, 12 client relationships each contributed revenues of \$25 million or more in the preceding 12 months, up from 10 such client relationships as of March 31, 2012.

Approximately 76.2% of Genpact's revenues for the quarter came from business process management services, the same as the first quarter of 2012. Revenues from IT services also remain unchanged at 23.8% of total revenues for the quarter, compared to the first quarter of 2012.

Genpact generated \$31.5 million of cash from operations in the quarter, up from \$4.9 million in the first quarter of 2012. Genpact had approximately \$493 million in cash and cash equivalents and short term deposits as of March 31, 2013.

As of March 31, 2013, Genpact had approximately 60,200 employees worldwide, an increase from approximately 56,500 as of March 31, 2012. Genpact's employee attrition rate for the quarter was approximately 24%, measured from day one of employment, compared to 23% for the same period in 2012. Annualized revenue per employee for the quarter was \$34,500, up from \$32,200 for the three months ended March 31, 2012.

2013 Outlook

Tyagarajan added, "While we continue to remain cautious, as are many of our clients, about the global economy in the near term, we do see signs of improvement, and we are bullish about the long term. For the full year 2013, we continue to expect revenues to be in a range of \$2.15 – \$2.20 billion, and adjusted operating income margin in a range of 15.8% – 16.3%."

Conference Call to Discuss Financial Results

Genpact management will host an hour-long conference call beginning at 8:00 a.m. ET on May 2, 2013 to discuss the company's performance for the first quarter of 2013. To participate, callers can dial +1 866 515-2912 from within the U.S. or +1 617 399-5126 from any other country. Thereafter, callers will be prompted to enter the participant code, 63753694. For those who cannot participate in the call, a replay and podcast will be available on Genpact's website, www.genpact.com, after the end of the call. A transcript of the call will also be made available on Genpact's website.

About Genpact

Genpact Limited (NYSE: G), a global leader in business process management and technology services, leverages the power of smarter processes, smarter analytics and smarter technology to help its clients drive intelligence across their enterprise. Genpact's Smart Enterprise Processes (SEPSM) framework, its unique science of process combined with deep domain expertise in multiple industry verticals, leads to superior business outcomes. Genpact's Smart Decision Services deliver valuable business insights to its clients through targeted analytics, reengineering expertise, and advanced risk management. Making technology more intelligent by embedding it with process and data insights, Genpact also offers a wide range of technology services. Driven by a passion for process innovation and operational excellence built on its Lean and Six Sigma DNA and the legacy of serving GE for more than 15 years, the company's 60,000+ professionals around the globe deliver services to its more than 700 clients from a network of 70+ delivery centers across 18 countries supporting more than 30 languages. For more information, visit www.genpact.com.

Safe Harbor

This press release contains certain statements concerning our future growth prospects and forward-looking statements, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those in such forward-looking statements. These risks, uncertainties and other factors include but are not limited to a slowdown in the economies and sectors in which our clients operate, a slowdown in the business process management and information technology services sectors, the risks and uncertainties arising from our past and future acquisitions, our ability to manage growth, factors which may impact our cost advantage, wage increases, changes in tax rates and tax legislation, our ability to attract and retain skilled professionals, risks and uncertainties regarding fluctuations in our earnings, general economic conditions affecting our industry as well as other risks detailed in our reports filed with the U.S. Securities and Exchange Commission, including Genpact's Annual Report on Form 10-K. These filings are available at www.sec.gov. Genpact may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and our reports to shareholders. Although Genpact believes that these forward-looking statements are based on reasonable assumptions, you are cautioned not to put undue reliance on these forward-looking statements, which reflect management's current analysis of future events and should not be relied upon as representing management's expectations or beliefs as of any date subsequent to the time they are made. Genpact does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of Genpact.

Contact

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Consolidated Balance Sheets (Unaudited)

(In thousands, except per share data and share count)

	As o	As of December 31, 2012		As of March 31, 2013	
Assets					
Current assets					
Cash and cash equivalents	\$	459,228	\$	474,573	
Accounts receivable, net		451,960		460,885	
Accounts receivable from related party, net		29		_	
Short term deposits		18,292		18,374	
Deferred tax assets		48,489		44,427	
Prepaid expenses and other current assets		150,769		173,728	
Total current assets	\$	1,128,767	\$	1,171,987	
Property, plant and equipment, net		200,362		197,853	
Deferred tax assets		91,383		84,763	
Investment in equity affiliates		416		303	
Customer-related intangible assets, net		84,748		89,751	
Marketing-related intangible assets, net		21,585		22,111	
Other intangible assets, net		6,054		5,819	
Goodwill		956,064		992,541	
Other assets		116,548		111,882	
Total assets	\$	2,605,927	\$	2,677,010	

Consolidated Balance Sheets (Unaudited)

(In thousands, except per share data and share count)

	As of December 31, 2012		As	As of March 31, 2013	
Liabilities and equity					
Current liabilities					
Short-term borrowings	\$	80,000	\$	115,000	
Current portion of long-term debt		4,982		4,986	
Current portion of capital lease obligations		1,301		1,476	
Accounts payable		18,652		16,246	
Income taxes payable		22,304		26,271	
Deferred tax liabilities		538		578	
Accrued expenses and other current liabilities		390,041		346,908	
Total current liabilities	\$	517,818	\$	511,465	
Long-term debt, less current portion		656,879		655,625	
Capital lease obligations, less current portion		2,533		2,825	
Deferred tax liabilities		6,068		5,747	
Other liabilities		250,848		243,253	
Total liabilities	\$	1,434,146	\$	1,418,915	
Shareholders' equity					
Preferred shares, \$0.01 par value, 250,000,000 authorized, none issued		_			
Common shares, \$0.01 par value, 500,000,000 authorized, 225,480,172 and 228,028,597 issued and outstanding as					
of December 31, 2012 and March 31, 2013, respectively		2,253		2,278	
Additional paid-in capital		1,202,448		1,222,006	
Retained earnings		281,982		328,719	
Accumulated other comprehensive income (loss)		(318,272)		(296,909)	
Genpact Limited shareholders' equity		1,168,411		1,256,094	
Noncontrolling interest		3,370		2,001	
Total equity		1,171,781		1,258,095	
Commitments and contingencies					
Total liabilities and equity		2,605,927	\$	2,677,010	

Consolidated Statements of Income (Unaudited)
(In thousands, except per share data and share count)

	Three months ended Man			ch 31,
		2012		2013
Net revenues				
Net revenues from services—others	\$	435,324	\$	503,657
Net revenues from services—related party		155		191
Total net revenues		435,479		503,848
Cost of revenue				
Services		265,465		311,726
Total cost of revenue		265,465		311,726
Gross profit	\$	170,014	\$	192,122
Operating expenses:				
Selling, general and administrative expenses		105,005		113,224
Amortization of acquired intangible assets		5,290		5,551
Other operating (income) expense, net		(712)		(602)
Income from operations	\$	60,431	\$	73,949
Foreign exchange (gains) losses, net		3,671		3,382
Other income (expense), net		(124)		(5,111)
Income before Equity-method investment activity, net and income tax expense	\$	56,636	\$	65,456
Equity-method investment activity, net		13		(44)
Income before income tax expense	\$	56,623	\$	65,500
Income tax expense		16,367		17,248
Net Income	\$	40,256	\$	48,252
Net income attributable to noncontrolling interest		1,716		1,515
Net income attributable to Genpact Limited shareholders	\$	38,540	\$	46,737
Net income available to Genpact Limited common shareholders		38,540		46,737
Earnings per common share attributable to Genpact Limited common shareholders		•		
Basic	\$	0.17	\$	0.21
Diluted	\$	0.17	\$	0.20
Weighted average number of common shares used in computing earnings per common share attributable to Genpact	===			
Limited common shareholders				
Basic	22	222,810,236		27,227,226
Diluted	22	27,472,915		3,620,751

Consolidated Statements of Cash Flows (Unaudited) (In thousands)

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•			¢		
	•	\$ 405,897	D	4/4,3/3	
Supplementary information	••				
				8,016	
		\$ 26,203		25,363	
Property, plant and equipment acquired under capital lease obligation \$ 488 \$ 78					

Reconciliation of Adjusted Non-GAAP Financial Measures to GAAP Measures

To supplement the consolidated financial statements presented in accordance with GAAP, this press release includes the following measures defined by the Securities and Exchange Commission as non-GAAP financial measures:

- Adjusted income from operations;
- · Adjusted net income attributable to shareholders of Genpact Limited, or adjusted net income; and
- Adjusted diluted earnings per share attributable to shareholders of Genpact Limited, or adjusted diluted earnings per share.

These non-GAAP measures are not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures, the financial statements prepared in accordance with GAAP and the reconciliations of Genpact's GAAP financial statements to such non-GAAP measures should be carefully evaluated.

Prior to July 2012, for its internal management reporting and budgeting purposes, Genpact's management used financial statements that excluded <u>significant</u> acquisition related expenses and amortization of acquired intangibles on such acquisitions for financial and operational decision-making, for evaluating period-to-period comparisons and for comparing Genpact's operating results to that of its competitors. However, considering Genpact's frequent acquisitions of varying scale and size, and the difficulty in predicting expenses relating to acquisitions and amortization of acquired intangibles thereof, since July 2012 Genpact's management has considered financial statements that exclude <u>all</u> acquisition related expenses and amortization of acquired intangibles for its internal management reporting, budgeting and decision making purposes.

Additionally, for its internal management reporting and budgeting purposes, Genpact's management uses financial statements that exclude stock-based compensation expense, amortization of acquired intangibles at formation in 2004 and expenses related to the change of shareholding and capital restructuring in 2012. Because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use when adopting ASC 718 "Compensation-Stock Compensation," Genpact's management believes that providing financial statements that do not include stock-based compensation allows investors to make additional comparisons between Genpact's operating results and those of other companies. In addition, Genpact's management believes that providing non-GAAP financial measures that exclude all of the above expenses allows investors to make additional comparisons between Genpact's operating results and those of other companies. Genpact also believes that it is unreasonably difficult to provide its financial outlook in accordance with GAAP for a number of reasons including, without limitation, its inability to predict its stock-based compensation expense under ASC 718, the amortization of intangibles associated with further acquisitions and acquisition related expenses, if any. Accordingly, Genpact believes that the presentation of adjusted income from operations and adjusted net income, when read in conjunction with the Company's reported results, can provide useful supplemental information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

A limitation of using adjusted income from operations and adjusted net income versus income from operations and net income calculated in accordance with GAAP is that these non-GAAP financial measures exclude costs, namely stock-based compensation, that are recurring. Stock-based compensation has been and will continue for the foreseeable future to be a significant recurring expense in Genpact's business. Management compensates for this limitation by providing specific information regarding the GAAP amounts excluded from adjusted income from operations and adjusted net income and evaluating such non-GAAP financial measures with financial measures calculated in accordance with GAAP.

The following tables show the reconciliation of these adjusted financial measures from GAAP for the three months ended March 31, 2012 and 2013:

Reconciliation of Adjusted Income from Operations

(Unaudited) (In thousands)

	Three months ended March 3			
	2012		2013	
Income from operations per GAAP	\$ 60,431	\$	73,949	
Add: Amortization of acquired intangible assets resulting from Formation Accounting	1,877		804	
Add: Amortization of acquired intangible assets relating to acquisitions	2,627		3,410	
Add: Consultancy and legal fees relating to change of shareholding and capital restructuring	800			
Add: Stock-based compensation	7,263		6,526	
Add: Other income (expense)	310		(447)	
Less: Equity-method investment activity, net	(13)		44	
Less: Net income attributable to non-controlling interest	(1,716)		(1,515)	
Adjusted income from operations		\$	82,771	

Reconciliation of Adjusted Net Income

(Unaudited) (In thousands, except per share data)

	Three months ended March			Iarch 31,	
	2012			2013	
Net income as per GAAP	\$	38,540	\$	46,737	
Add: Amortization of acquired intangible assets resulting from Formation Accounting		1,877		804	
Add: Amortization of acquired intangible assets relating to acquisitions		2,627		3,410	
Add: Stock-based compensation		7,263		6,526	
Add: Consultancy and legal fees relating to change of shareholding and capital restructuring		800		_	
Less: Tax impact on amortization of acquired intangibles resulting from Formation Accounting		(467)		(141)	
Less: Tax impact on amortization of acquired intangibles relating from acquisitions		(884)		(1,162)	
Less: Tax impact on stock-based compensation		(1,974)		(1,690)	
Adjusted net income	\$	47,782	\$	54,484	
Adjusted diluted earnings per share	\$	0.21	\$	0.23	