

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): April 29, 2011

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, 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)

Check 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 provisions:

- 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 1.01. Entry into a Material Definitive Agreement.

On May 3, 2011, Genpact Limited (“Genpact”) entered into a credit agreement (the “Credit Agreement”) with Genpact International, Inc., a Delaware corporation (“Genpact International”), and Hawk International Corporation (to be succeeded by merger by Headstrong (as defined below)), a Delaware corporation (“Merger Sub”), as borrowers, Bank of America, N.A., as administrative agent and collateral agent (collectively, the “Agent”), and Bank of America, N.A., Citigroup Global Markets Asia Limited, JPMorgan Chase Bank, N.A., Hong Kong Branch, and UBS AG Hong Kong Branch as mandated lead arrangers and bookrunners and the other lenders party thereto. The Credit Agreement provides for a \$120 million term credit facility and a \$260 million revolving credit facility. Genpact International and Merger Sub have an option to increase the commitments under the Credit Agreement by up to an additional \$100 million, subject to certain approvals and conditions as set forth in the Credit Agreement.

Borrowings under the Credit Agreement will be used (i) to finance in part the Merger (as defined below), including related transaction costs, and (ii) for general corporate purposes of Genpact and its subsidiaries, including working capital requirements. The Credit Agreement replaces Genpact’s existing credit facility (see Item 1.02 below) and has a term of four years.

Borrowings under the Credit Agreement bear interest at a rate equal to LIBOR plus an applicable margin equal to 1.65% per annum. The revolving credit commitments under the Credit Agreement are subject to a commitment fee equal to 0.70% on the actual daily amount by which the aggregate revolving commitments exceed the sum of outstanding revolving and swing line loans and letter of credit obligations.

The Credit Agreement will be guaranteed by Genpact and certain of its subsidiaries. The obligations under the Credit Agreement will be secured by the capital stock of certain subsidiaries of Genpact and certain intercompany debt.

The Credit Agreement contains customary affirmative and negative covenants (which are in some cases subject to certain exceptions), including, but not limited to, restrictions on the ability to incur additional indebtedness, create liens, make certain investments, make certain dividends and related distributions, enter into, or undertake, certain liquidations, mergers, consolidations or acquisitions and dispose of assets or subsidiaries. In addition, the Credit Agreement requires Genpact to maintain a certain consolidated interest coverage ratio and a consolidated leverage ratio.

The Credit Agreement contains customary events of default (which are in some cases subject to certain exceptions, thresholds, notice requirements and grace periods), including, but not limited to, nonpayment of principal or interest, breaches of representations and warranties, failure to perform or observe covenants, cross-defaults with certain other agreements or indebtedness, final judgments or orders, certain change of control events and certain bankruptcy-related events or proceedings.

The foregoing description of the Credit Agreement is qualified in its entirety by the full text of the Credit Agreement, which Genpact expects to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending March 31, 2011.

Item 1.02. Termination of a Material Definitive Agreement.

On April 29, 2011, Genpact terminated its existing credit facility (all outstanding loans under which were repaid in full on April 26, 2011) and entered into a new credit facility (see Item 1.01 above). The existing credit facility was under the Amended and Restated Credit Agreement dated as of June 30, 2006, among Genpact International, Genpact Global Holdings (Bermuda) Limited, the lenders from time to time party thereto, Bank of America, N.A., as Swing Line Lender and L/C Issuer, Bank of America, N.A. (formerly known as Banc of America Securities Asia Limited), as Administrative Agent and Collateral Agent, and the various other financial institutions party thereto in the capacities specified therein. For a description of the material terms and conditions of this existing credit facility, see the “Financing Arrangements” section under Item 7 in the Genpact’s Annual Report on Form 10-K for the year ended December 31, 2010, which section is incorporated herein by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On May 3, 2011, pursuant to the Agreement and Plan of Merger, dated April 5, 2011 (the “Merger Agreement”), among Genpact International, Merger Sub, Headstrong Corporation, a Delaware corporation (“Headstrong”), WCAS Hawk Corp., solely in its capacity as representative of the equity holders of Headstrong, and Genpact, solely in its capacity as guarantor of the obligations of Genpact International and Merger Sub under the Merger Agreement, Genpact International completed its acquisition of Headstrong pursuant to a merger in which Merger Sub merged with and into Headstrong (the “Merger”), with Headstrong continuing as the surviving company and as a wholly-owned subsidiary of Genpact International. Headstrong is a global provider of consulting and IT services with a specialized focus in capital markets and healthcare.

Genpact International paid an aggregate enterprise value of \$550 million in cash, which amount is subject to adjustment based on closing net working capital. Following the payment of indebtedness and transaction expenses of Headstrong, the remaining cash will be paid to holders of Headstrong common stock and stock options as consideration for the Merger. The Merger consideration was funded with a combination of existing cash on hand and borrowings under the Credit Agreement.

The foregoing summary of the Merger is qualified in its entirety by the full text of the Merger Agreement, which Genpact expects to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending March 31, 2011.

Item 2.03. Creation of a Direct Financial Obligation or Obligations under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure required by this item is included in Item 1.01 of this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

On May 3, 2011, Genpact issued a press release announcing completion of the acquisition of Headstrong. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The financial statements required by this Item 9.01(a) are not included in this initial report on Form 8-K. The financial statements will be filed by an amendment to this report within the time period specified in the instructions to Item 9.01 of Form 8-K.

(d) Exhibits:

Exhibit 99.1 Press release dated May 3, 2011

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 3, 2011
White

By: /s/ Heather

Senior Legal Counsel

Name: Heather White
Title: Vice President and

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated May 3, 2011

Genpact Completes Acquisition of Headstrong

NEW YORK, May 3, 2011 – Genpact Limited (NYSE: G), a global leader in business process and technology management, today announced that it has closed its previously announced acquisition of Headstrong Corporation for \$550 million in cash. Headstrong is a global provider of comprehensive consulting and IT services with a specialized focus in capital markets and healthcare.

“We are thrilled to welcome the highly-talented employees from Headstrong to the Genpact team. The critical domain and technology expertise we have gained today, combined with our capabilities in business process management (BPM) and Smart Decision Services that encompass analytics, reengineering and risk management, creates a uniquely powerful value proposition for our clients – from whom we’ve already received terrific feedback. Joint teams are focused on several potential cross-selling opportunities and we have dedicated senior leaders from Genpact and Headstrong working on the integration. We are confident of delivering enhanced value to our clients, shareholders and employees,” **said Pramod Bhasin, president and CEO of Genpact.**

“On behalf of the Headstrong team, we are excited to continue on this journey in becoming the leading global provider of domain-led services to the capital markets industry and other high-growth verticals,” **said Sandeep Sahai, CEO of Headstrong.** “It has not taken long to realize how well our organizations are synchronizing and working together in developing innovative solutions to meet our clients’ business needs. Now that the transaction is complete, Headstrong is elated to be a part of Genpact with its extensive global footprint, employee development focus, deep business process management expertise, and performance-driven commitment to its clients.”

About Headstrong

Headstrong is a global consulting and IT services company with a specialized focus in financial services. With three decades of domain expertise, Headstrong is the world’s leading offshore outsourcing company for the capital markets and securities industry. Headstrong delivers targeted domain solutions and a full complement of services, from strategy and business consulting to technology and operations, using multi-shore resources and global project management tools, methods and standards. Headstrong maintains operations in seven countries, including offshore centers in India and Manila, with more than 3,700 employees globally.

About Genpact

Genpact is a global leader in business process and technology management, offering a broad portfolio of enterprise and industry-specific services. The company manages over 3,000 processes for more than 400 clients worldwide. Putting process in the forefront, Genpact couples its deep process knowledge and insights with focused IT capabilities, targeted analytics and pragmatic reengineering to deliver comprehensive solutions for clients. Lean and Six Sigma are an integral part of Genpact’s culture and Genpact views the management of business processes as a science. Genpact has developed Smart Enterprise Processes (SEPSM), a groundbreaking, rigorously scientific methodology for managing business processes, which focuses on optimizing process effectiveness in addition to efficiency to deliver superior business outcomes. Services are seamlessly delivered from a global network of centers to meet a client’s business objectives, cultural and language needs and cost reduction goals. Learn more at 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 include, for example, statements regarding benefits of the acquisition, expected synergies and anticipated future financial and operating performance and results, including estimates for growth. 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 and uncertainties include but are not limited to the risk that the businesses will not be integrated successfully or that anticipated benefits will not be achieved or will take longer to achieve than expected, possible disruption of business relationships resulting from the acquisition, 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, 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.

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