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**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): **February 20, 2009**

**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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 20, 2009, Juan Ferrara resigned from his position as Senior Vice President, Operations-Americas for Genpact Limited, a Bermuda company (“Genpact”), effective March 15, 2009. Walter Yosafat, Genpact’s Chief Information Officer since March 2007, will take over Mr. Ferrara’s responsibilities in addition to his existing responsibilities.

**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.

Date: February 20, 2009

**GENPACT LIMITED**

By: /s/ Victor Guaglianone  
Name: Victor Guaglianone  
Title: Senior Vice President  
and General Counsel