

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>BAIN CAPITAL INVESTORS LLC</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [G]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2017</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 |

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 | 08/18/2017 | | s | | 8,498,874 | D | \$28.72 | 49,038,390 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ |

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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
BAIN CAPITAL INVESTORS LLC
 (Last) (First) (Middle)
200 CLARENDON STREET
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bain Capital Partners Asia II, L.P.
 (Last) (First) (Middle)
200 CLARENDON STREET
 (Street)
BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bain Capital Partners X, L.P.
 (Last) (First) (Middle)
200 CLARENDON STREET
 (Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP Associates IV, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP Associates IV-B, L.P.](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Glory Investments A Ltd](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Glory Investments B Ltd](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Glory Investments IV Ltd](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Glory Investments IV-B Ltd](#)

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, Asia II may be deemed to beneficially own Common Shares held by Glory A. Asia II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 18, 2017, Glory A sold 2,366,768 Common Shares. Following such sale, Glory A held 13,656,210 Common Shares.
2. BCI is the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited ("Glory B"). As a result, BCP X may be deemed to beneficially own Common Shares held by Glory B. BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 18, 2017, Glory B sold 5,835,854 Common Shares. Following such sale, Glory B held 33,672,802 Common Shares.
3. On August 18, 2017, Glory Investments IV Limited ("Glory IV"), whose Class A shareholder is BCIP Associates IV, L.P. ("BCIP IV"), whose general partner is Boylston Coinvestors, LLC ("Boylston"), sold 275,508 Common Shares. Following such sale, Glory IV held 1,589,676 Common Shares. BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. BCIP IV disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. On August 18, 2017, Glory Investments IV-B Limited ("Glory IV-B" and together with Glory A, Glory B and Glory IV, the "Glory Entities"), whose Class A shareholder is BCIP Associates IV-B, L.P. ("BCIP IV-B"), whose general partner is Boylston, sold 20,744 shares of Common Stock. Following such sale, Glory IV-B held 119,702 Common Shares. BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. BCIP IV-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
5. The governance, investment strategy and decision-making process with respect to investments held by the Glory Entities is directed by the Global Private Equity Board of BCI. By virtue of the relationships described in these footnotes, BCI may be deemed to share voting and dispositive power with respect to the Common Shares held by the Glory Entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

BAIN CAPITAL INVESTORS, LLC, /s/ David Humphrey, Managing Director 08/22/2017

BAIN CAPITAL PARTNERS ASIA II, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner /s/ David Humphrey, Managing Director 08/22/2017

BAIN CAPITAL PARTNERS X, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner /s/ David Humphrey, Managing Director 08/22/2017

BCIP ASSOCIATES IV, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner /s/ David Humphrey, Authorized Signatory 08/22/2017

BCIP ASSOCIATES IV-B, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner /s/ David Humphrey, Authorized Signatory 08/22/2017

GLORY INVESTMENTS A LIMITED, /s/ James Hildebrandt, Director 08/22/2017

GLORY INVESTMENTS B LIMITED, /s/ James Hildebrandt, Director 08/22/2017

GLORY INVESTMENTS IV LIMITED, /s/ James Hildebrandt, Director 08/22/2017

GLORY INVESTMENTS IV-B LIMITED, /s/ James Hildebrandt, Director 08/22/2017

** Signature of Reporting Person 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.