

**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	
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1. Name and Address of Reporting Person* <u>DENNING STEVEN A</u>  (Last) (First) (Middle) <u>C/O GENERAL ATLANTIC SERVICE COMPANY LLC</u> <u>3 PICKWICK PLAZA</u>  (Street) <u>GREENWICH CT 06830</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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	08/07/2007		S		5,882,353	D	\$14	53,416,350 <sup>(1)(2)</sup>	I	See Footnotes <sup>(1)(2)</sup>

**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					

**Explanation of Responses:**

1. Certain investment funds affiliated with General Atlantic LLC ("General Atlantic") own shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), which sold 11,764,706 common shares of Genpact Limited (the "Issuer"). The 5,882,353 common shares of the Issuer shown on Table I represent 4,184,588 common shares owned by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 1,252,118 common shares owned by GAP-W International, L.P. ("GAP-W"), 73,529 common shares owned by GapStar, LLC ("GapStar"), 290,294 common shares owned by GAP Coinvestments III, LLC ("Coinvestments III"), 75,706 common shares owned by GAP Coinvestments IV, LLC ("Coinvestments IV") and 6,118 shares owned by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic is the sole member of GapStar.

2. GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of Bermuda LP and GAP-W. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV and the directors of GAP Bermuda. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Denning is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Denning disclaims beneficial ownership of such common shares beneficially owned by the other persons referred to above except to the extent of his pecuniary interest therein.

/s/ Steven A. Denning 08/08/2007

\*\* 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.