

**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 12, 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)-(c) On February 12, 2009, Genpact Limited, a Bermuda company (the "Company"), announced that, effective immediately, N.V. Tyagarajan, age 47, has been appointed as the Chief Operating Officer of the Company. Mr. Tyagarajan has stepped down from his position as the Company's Executive Vice President and Head of Sales, Marketing & Business Development, a position he had held with the Company since February 2005, effective February 12, 2009. The Company's related press release is filed as Exhibit 99.1 to this Form 8-K.

Prior to his service as the Company's Executive Vice President and Head of Sales, Marketing & Business Development, Mr. Tyagarajan was Senior Vice President, Quality and Global Operations, for the General Electric Company's Commercial Equipment Finance division from October 2002 to January 2005. Between 1999 and 2002, he served as the Company's Chief Executive Officer.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated February 12, 2009 announcing management changes.

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: February 13, 2009

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

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated February 12, 2009 announcing management changes.

Genpact Announces Management Changes

Tiger Tyagarajan appointed as the Chief Operating Officer; Bob Pryor has joined as Executive Vice President, and Head of Sales, Marketing & Business Development

New York, NY (February 12, 2009) - **Genpact** (NYSE: G), a leader in the globalization of services and technology and a pioneer in managing business processes for companies around the world, today announced that NV Tiger Tyagarajan is moving to the newly created position of Chief Operating Officer and Bob Pryor has joined Genpact as Executive Vice President, and Head of Sales, Marketing & Business Development.

“Our company is well positioned, and we continue to see customer interest. With these organizational changes, we will be better positioned to focus on our key strategic initiatives, drive global operational excellence and further strengthen our pipeline for growth,” said Pramod Bhasin, President and CEO, Genpact.

As Chief Operating Officer, Tiger will lead service delivery across business verticals and geographies. He will be responsible for managing global operations, driving operational excellence, best practices and building domain expertise across Genpact globally. Prior to this, Tiger was Executive Vice President and Head of Sales, Marketing & Business Development, and the Americas Operations. Under his leadership, Genpact built an effective sales engine, resulting in the winning of a marquee list of over 80 global clients in the last 3 years.

Tiger is widely known as one of the leaders who built Genpact. In 1999, he took over as CEO of Genpact (formerly GE Capital International Services) and played a key role in growing the company from 2,000 to 12,000 employees in just under 3 years. In 2002, he moved to GE Commercial Equipment Finance as Senior Vice President, Quality and Operations based in Connecticut and rejoined Genpact in February 2005.

Tiger is a Mechanical Engineer from the Indian Institute of Technology, Mumbai, and holds an MBA from the Indian Institute of Management, Ahmedabad. He began his career with the Unilever Group, and then worked with Citibank.

In his new role, Bob Pryor, Executive Vice President, will be responsible for Sales, Marketing and New Business Development. He will lead the Business Development teams at Genpact to focus on growing existing client relationships and pursuing business with new clients. He will play a key role in realizing Genpact’s growth strategy and establishing increased visibility in our target markets.

Bob joins Genpact from Hewlett-Packard Company, where he led World-Wide Sales & Marketing and business operations in EMEA (Europe, Middle East & Africa) for their Outsourcing Services business. Prior to that, he was Chief Executive Officer of Americas Outsourcing Services for Capgemini, a unit he helped create. Bob started his professional services career at EDS and was President of the Food & Consumer Products Division until 1997, when he left to join Ernst & Young as a Partner in the US firm. Bob has worked with numerous clients across a variety of industries including oil & gas, utilities, telecommunications, manufacturing and consumer products & retail.

Bob has 25 years work experience in IT Services and the Outsourcing industry, and brings extensive industry knowledge and business acumen. His remarkable sales and operating experience in establishing and leading global teams with reputed organizations will be a strong asset to Genpact.

Bob is a Certified Management Accountant and holds an MBA from the University of North Texas and a BBA in Finance & Accounting from the University of Texas at Austin.

About Genpact

Genpact is a leader in the globalization of services and technology and a pioneer in managing business processes for companies around the world. The company combines process expertise, information technology and analytical capabilities with operational insight and experience in diverse industries to provide a wide range of services using its global delivery platform. Genpact helps companies improve the ways in which they do business by applying Six Sigma and Lean principles plus technology to continuously improve their business processes. Genpact operates service delivery centers in India, China, Hungary, Mexico, Guatemala, the Philippines, the Netherlands, Romania, Spain and the United States. For more information, visit www.genpact.com.

FOR MORE INFORMATION, CONTACT:

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