UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2018

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 12, Bermuda (Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (441) 295-2244

 $\begin{tabular}{ll} \textbf{Not Applicable} \\ \textbf{(Former name or former address, if changed since last report)} \end{tabular}$

	k 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 isions:
	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))
	rate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) ale 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emer	rging growth company \square
	emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or ed financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 7, 2018, Genpact Limited (the "Company") issued a press release announcing its financial results for the three months ended June 30, 2018. The Company is furnishing this Form 8-K pursuant to Item 2.02, "Results of Operations and Financial Condition." A copy of the press release, attached hereto as <u>Exhibit 99.1</u>, is incorporated herein by reference.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The Company is making reference to non-GAAP financial information in the press release and on the conference call. A reconciliation of the non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 99.1 Press release dated August 7, 2018

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: August 7, 2018

GENPACT LIMITED

By: /s/ Heather D. White

Name: Heather D. White

Title: Senior Vice President, General Counsel and Secretary



Genpact Reports Second Quarter 2018 Results

Revenues of \$729 Million, Up 9% (~8% on a constant currency basis)1 Global Client BPO Revenues of \$569 Million, Up 11% (~10% on a constant currency basis) Diluted EPS of \$0.33; Adjusted Diluted EPS2 of \$0.41

NEW YORK, August 7, 2018 — Genpact Limited (NYSE: G), a global professional services firm focused on delivering digital transformation, today announced financial results for the second quarter ended June 30, 2018.

"During the second quarter, we delivered solid results and continued to accelerate momentum on a variety of fronts. Our Global Client and GE pipelines are expanding, and recent large deal wins confirm that we are building our reputation as a preferred digital transformation partner for many new and existing clients," said "Tiger" Tyagarajan, Genpact's president and CEO. "We continue to invest organically and inorganically in our service lines and are excited about the capabilities we are building, including in supply chain management where we recently announced a consulting acquisition. This is one of the biggest transformational areas for clients across a range of our industry verticals. We believe we are well positioned for long-term profitable growth in our attractive and underpenetrated markets."

Key Financial Results - Second Quarter 2018

- Total revenue was \$729 million, up 9% year-over-year (up ~8% on a constant currency basis).
- Income from operations was \$80 million, down 2% year-over-year, with a corresponding margin of 10.9%. Adjusted income from operations was \$110 million, down 1% year-over-year, with a corresponding margin of 15.0%.³
- Diluted earnings per share were \$0.33, down 6% year-over-year, and adjusted diluted earnings per share were \$0.41, down 3% year-over-year.
- Genpact repurchased approximately 1.1 million of its common shares during the quarter for total consideration of \$34 million at an average price per share of \$31.05.

Revenue Details - Second Quarter 2018

Total Company

- Total BPO revenue was \$606 million, up 9% year-over-year, representing approximately 83% of total revenues.
- Total IT revenue was \$123 million, up 7% year-over-year, representing approximately 17% of total revenues.

¹ Revenue growth on a constant currency basis is a non-GAAP measure and is calculated by restating current-period activity using the prior fiscal period's foreign currency exchange rates adjusted for hedging gains/losses in such period.

² Adjusted diluted earnings per share is a non-GAAP measure. A reconciliation of GAAP diluted earnings per share and adjusted diluted earnings per share is attached to this release.

³ Adjusted income from operations and adjusted income from operations margin are non-GAAP measures. A reconciliation of GAAP income from operations and adjusted income from operations margin are attached to this release.

Global Clients

- Revenue from Global Clients was \$663 million, up 9% year-over-year (up ~8% on a constant currency basis), representing approximately 91% of total revenues.
- Global Client BPO revenue was \$569 million, up 11% year-over-year (up ~10% on a constant currency basis).
- Global Client IT revenue was \$94 million, down 2% year-over-year.

GE

- Revenue from GE was \$65 million, up 4% year-over-year, representing approximately 9% of total revenues.
- GE BPO revenue was \$37 million, down 18% year-over-year.
- GE IT revenue was \$28 million, up 58% year-over-year.

Cash Flow from Operations

 Cash generated from operations was \$77 million in the second quarter of 2018, compared to \$84 million during the second quarter of 2017

2018 Outlook

Genpact now expects:

- Total revenue for the full year 2018 of \$2.945 to \$3.01 billion, up from the prior outlook of \$2.93 to \$3.00 billion. This represents a projected year-over-year growth rate in the range of approximately 8% to 10%, up from a projected range of 7% to 9.5% based on our prior outlook.
- Global Client revenue growth in the range of 9.5% to 11.5%, up from our prior outlook in the range of 9% to 11%.

Genpact continues to expect:

- Adjusted income from operations margin⁴ of approximately 15.8%.
- Adjusted diluted EPS5 of \$1.72 to \$1.76.

Conference Call to Discuss Financial Results

Genpact's management will host an hour-long conference call beginning at 4:30 p.m. ET on August 7, 2018 to discuss the company's performance for the second quarter ended June 30, 2018. To participate, callers can dial +1 (877) 654-0173 from within the U.S. or +1 (281) 973-6289 from any other country. Thereafter, callers will be prompted to enter the conference ID, 2281499.

A live webcast of the call will also be made available on the Genpact Investor Relations website at http://investors.genpact.com. For those who cannot join the call live, a replay will be archived on the Genpact website after the end of the call. A transcript of the call will also be made available on the website.

⁴ Adjusted income from operations margin is a non-GAAP measure. A reconciliation of the outlook for GAAP income from operations margin and adjusted income from operations margin is attached to this release.

⁵ Adjusted diluted earnings per share is a non-GAAP measure. A reconciliation of the outlook for GAAP diluted earnings per share and adjusted diluted earnings per share is attached to this release.

About Genpact

Genpact (NYSE: G) is a global professional services firm that makes business transformation real. We drive digital-led innovation and digitally-enabled intelligent operations for our clients, guided by our experience running thousands of processes for hundreds of Global Fortune 500 companies. We think with design, dream in digital, and solve problems with data and analytics. We obsess over operations and focus on the details – all 80,000+ of us. From New York to New Delhi and more than 20 countries in between, Genpact has the end-to-end expertise to connect every dot, reimagine every process, and reinvent companies' ways of working. We know that rethinking each step from start to finish will create better business outcomes. Whatever it is, we'll be there with you – putting data and digital to work to create bold, lasting results – because transformation happens here.

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 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, uncertainties and other factors include but are not limited to a slowdown in the economies and sectors in which our clients operate, a slowdown in the business process outsourcing and information technology services sectors, the risks and uncertainties arising from our past and future acquisitions, our ability to convert bookings to revenues, our ability to manage growth, factors which may impact our cost advantage, wage increases, changes in tax rates and tax legislation and other laws and regulations, our ability to attract and retain skilled professionals, risks and uncertainties regarding fluctuations in our earnings, foreign currency fluctuations, 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 undertakes no obligation to update any forward-looking statements that may be made from time to time by or on behalf of Genpact.

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GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheets (Unaudited)

(In thousands, except per share data and share count)

	As o	of December 31, 2017	As of June 30, 2018
Assets			 _
Current assets			
Cash and cash equivalents	\$	504,468	\$ 333,903
Accounts receivable, net		693,085	691,347
Prepaid expenses and other current assets		236,342	 207,334
Total current assets	\$	1,433,895	\$ 1,232,584
Property, plant and equipment, net		207,030	202,669
Deferred tax assets		76,929	88,278
Investment in equity affiliates		886	834
Intangible assets, net		131,590	120,624
Goodwill		1,337,122	1,311,361
Contract cost assets		_	162,178
Other assets		262,169	147,550
Total assets	\$	3,449,621	\$ 3,266,078
Liabilities and equity			
Current liabilities			
Short-term borrowings	\$	170,000	\$ 215,000
Current portion of long-term debt		39,226	39,249
Accounts payable		15,050	20,942
Income taxes payable		30,026	54,513
Accrued expenses and other current liabilities		584,482	 483,241
Total current liabilities	\$	838,784	\$ 812,945
Long-term debt, less current portion		1,006,687	987,314
Deferred tax liabilities		6,747	7,036
Other liabilities		168,609	162,358
Total liabilities	\$	2,020,827	\$ 1,969,653
Redeemable non-controlling interest		4,750	_
Shareholders' equity			
Preferred shares, \$0.01 par value, 250,000,000 authorized, none issued		_	_
Common shares, \$0.01 par value, 500,000,000 authorized, 192,825,207 and 189,876,061 issued and outstanding as of December 31, 2017 and			
June 30, 2018, respectively		1,924	1,895
Additional paid-in capital		1,421,368	1,438,072
Retained earnings		355,982	338,120
Accumulated other comprehensive income (loss)		(355,230)	(481,662)
Total equity	\$	1,424,044	\$ 1,296,425
Total liabilities, redeemable non-controlling interest and equity	\$	3,449,621	\$ 3,266,078

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Income (Unaudited)

(In thousands, except per share data and share count)

		Three months ended June 30,			Six months ended June 30,				
	_	20176		2018	20176			2018	
Net revenues	\$	670,697	\$	728,561	\$	1,293,692	\$	1,417,473	
Cost of revenue		414,508		462,898		797,845		907,222	
Gross profit	\$	256,189	\$	265,663	\$	495,847	\$	510,251	
Operating expenses:									
Selling, general and administrative expenses		167,758		176,166		328,616		347,275	
Amortization of acquired intangible assets		8,387		9,826		15,629		19,762	
Other operating (income) expense, net		(915)		149		(8,453)		(69)	
Income from operations	\$	80,959	\$	79,522	\$	160,055	\$	143,283	
Foreign exchange gains (losses), net		1,913		2,805		(3,000)		7,603	
Interest income (expense), net		(9,850)		(10,407)		(15,343)		(18,507)	
Other income (expense), net		11,560		9,748		12,113		25,298	
Income before equity-method investment activity,									
net and income tax expense	\$	84,582	\$	81,668	\$	153,825	\$	157,677	
Equity-method investment activity, net		(9)		(15)		(4,567)		(15)	
Income before income tax expense	\$	84,573	\$	81,653	\$	149,258	\$	157,662	
Income tax expense		15,471		17,079		27,716		29,154	
Net income	\$	69,102	\$	64,574	\$	121,542	\$	128,508	
Net loss (income) attributable to redeemable non-controlling interest		(156)		_		742		761	
Net income attributable to Genpact Limited									
shareholders	\$	68,946	\$	64,574	\$	122,284	\$	129,269	
Net income available to Genpact Limited common shareholders	\$	68,946	\$	64,574	\$	122,284	\$	129,269	
Earnings per common share attributable to Genpact									
Limited common shareholders	ф	0.26	ф	0.24	ф	0.60	ф	0.60	
Basic	\$	0.36	\$	0.34	\$	0.63	\$	0.68	
Diluted	\$	0.36	\$	0.33	\$	0.62	\$	0.66	
Weighted average number of common shares used in									
computing earnings per common share attributable to									
Genpact Limited common shareholders Basic		191,469,593		190,132,664		10E 260 E61		101 474 645	
						195,269,561		191,474,645	
Diluted		193,732,406		193,365,974		198,194,172		194,827,272	

⁶ Cost of revenue, selling, general and administrative expenses, other income (expense) and income from operations for the three and six months ended June 30, 2017 have been restated due to the adoption of ASU No. 2017-07 with effect from January 1, 2018.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Cash Flows (Unaudited) (In thousands)

		Six months ended June 30,					
		2017		2018			
Operating activities			_				
Net income attributable to Genpact Limited shareholders	\$	122,284	\$	129,269			
Net loss attributable to redeemable non-controlling interest		(742)		(761)			
Net income	\$	121,542	\$	128,508			
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		_					
Depreciation and amortization		27,312		31,613			
Amortization of debt issuance costs		877		979			
Amortization of acquired intangible assets		15,629		19,762			
Write-down of intangible assets and property, plant and equipment		_		850			
Reserve for doubtful receivables		1,793		1,347			
Unrealized loss (gain) on revaluation of foreign currency asset/liability		2,956		(7,350)			
Equity-method investment activity, net		4,567		15			
Stock-based compensation expense		12,351		18,724			
Deferred income taxes		(5,260)		(4,194)			
Others, net		(4,816)		294			
Change in operating assets and liabilities:							
Increase in accounts receivable		(1,958)		(4,548)			
Increase in prepaid expenses, other current assets, contract cost assets and other assets		(35,248)		(71,559)			
Increase in accounts payable		1,624		6,289			
Decrease in accrued expenses, other current liabilities and other liabilities		(52,022)		(96,965)			
Increase in income taxes payable	 	25,977		25,719			
Net cash provided by operating activities	\$	115,324	\$	49,484			
Investing activities							
Purchase of property, plant and equipment		(29,350)		(37,703)			
Payment for internally generated intangible assets (including intangibles under development)		(8,950)		(11,544)			
Proceeds from sale of property, plant and equipment		566		309			
Investment in equity affiliates		(496)		_			
Payment for business acquisitions, net of cash acquired		(207,181)		(728)			
Payment for purchase of redeemable non-controlling interest		_		(4,730)			
Net cash used for investing activities	\$	(245,411)	\$	(54,396)			
Financing activities	,	(= 15,122)	<u>-</u>	(2.5,22.2)			
Repayment of capital lease obligations		(1,106)		(1,108)			
Payment of debt issuance costs		(1,481)		(1,100)			
Proceeds from long-term debt		350,000		_			
Repayment of long-term debt		(20,000)		(20,000)			
Proceeds from short-term borrowings		230,000		105,000			
Repayment of short-term borrowings		(185,000)		(60,000)			
Proceeds from issuance of common shares under stock-based compensation				, ,			
plans		10,080		9,388			
Payment for net settlement of stock-based awards		(9,949)		(14,229)			
Payment of earn-out/deferred consideration		(1,287)		(1,476)			
Dividend paid		(23,515)		(28,648)			
Payment for stock repurchased and retired		(219,784)		(130,103)			
Payment for expenses related to stock purchase		(16)		(82)			
Net cash provided by (used for) financing activities	\$	127,942	\$	(141,258)			
Effect of exchange rate changes		20,586		(24,395)			
Net increase (decrease) in cash and cash equivalents		(2,145)		(146,170)			
Cash and cash equivalents at the beginning of the period		422,623		504,468			
Cash and cash equivalents at the end of the period	\$	441,064	\$	333,903			
Supplementary information							
Cash paid during the period for interest	\$	10,648	\$	21,808			
Cash paid during the period for income taxes	\$	28,649	\$	34,809			
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Non-GAAP Financial Measures to GAAP Measures

To supplement the consolidated financial statements presented in accordance with GAAP, this press release includes the following non-GAAP financial measures:

- Adjusted income from operations attributable to shareholders of Genpact Limited, or adjusted income from operations;
- Adjusted income from operations margin;
- Adjusted diluted earnings per share attributable to shareholders of Genpact Limited, or adjusted diluted earnings per share; and
- Revenue growth on a constant currency basis.

These non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP financial measures used by other companies. Accordingly, these non-GAAP financial measures, the financial statements prepared in accordance with GAAP and the reconciliations of Genpact's GAAP financial statements to such non-GAAP financial measures should be carefully evaluated.

Prior to July 2012, Genpact's management used financial statements that excluded significant acquisition-related expenses, amortization of related acquired intangibles, and amortization of acquired intangibles at the company's formation in 2004 for its internal management reporting, budgeting and decision making purposes, including comparing Genpact's operating results to that of its competitors. However, considering Genpact's frequent acquisitions of varying scale and size, and the difficulty in predicting expenses relating to acquisitions and the amortization of acquired intangibles thereof, since July 2012 Genpact's management has used financial statements that exclude all acquisition-related expenses and amortization of acquired intangibles for its internal management reporting, budgeting and decision-making purposes, including comparing Genpact's operating results to those of its competitors. For the same reasons, since April 2016 Genpact's management has excluded the impairment of acquired intangible assets from the financial statements it uses for internal management reporting purposes. Acquisition-related expenses are excluded in the period in which an acquisition is consummated.

Genpact's management also uses financial statements that exclude stock-based compensation expense. Because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use when adopting ASC 718 "Compensation-Stock Compensation," Genpact's management believes that providing non-GAAP financial measures that exclude such expenses allows investors to make additional comparisons between Genpact's operating results and those of other companies. Additionally, in its calculations of such non-GAAP financial measures, Genpact's management has adjusted other income and expenses, certain gains, losses and impairment charges attributable to equity-method investments, and gains or losses attributable to non-controlling interests because management believes that the Company's results after taking into account these adjustments more accurately reflect the Company's ongoing operations. For the purpose of calculating adjusted diluted earnings per share, the combined current and deferred tax effect is determined by multiplying each pre-tax adjustment by the applicable statutory income tax rate.

Genpact's management provides information about revenues on a constant currency basis so that the revenues may be viewed without the impact of foreign currency exchange rate fluctuations, thereby facilitating period-to-period comparisons of our true business performance. Revenue growth on a constant currency basis is calculated by restating current-period activity using the prior fiscal period's foreign currency exchange rates adjusted for hedging gains/losses in such period.

Accordingly, Genpact believes that the presentation of adjusted income from operations, adjusted income from operations margin, adjusted diluted earnings per share and revenue growth on a constant currency basis, when read in conjunction with the Company's reported results, can provide useful supplemental information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

A limitation of using adjusted income from operations and adjusted income from operations margin versus income from operations and income from operations margin calculated in accordance with GAAP is that these non-GAAP financial measures exclude certain recurring costs and certain other charges, namely stock-based compensation and amortization and impairment of acquired intangibles. Management compensates for this limitation by providing specific information on the GAAP amounts excluded from adjusted income from operations and adjusted income from operations margin.

Reconciliation of Adjusted Income from Operations and Adjusted Income from Operations Margin

(Unaudited) (In thousands)

	Three months ended June 30,					Six months ended June 30,			
		2017 2018		2018	2017			2018	
Income from operations	\$	80,959	\$	79,522	\$	160,055	\$	143,283	
Add: Stock-based compensation		7,365		10,937		12,351		18,724	
Add: Amortization of acquired intangible assets		7,848		9,431		14,557		18,971	
Add: Acquisition-related expenses		2,969		_		3,391			
Add: Other income (expense), net		11,560		9,748		12,113		25,298	
Less: Equity-method investment activity, net		(9)		(15)		(4,567)		(15)	
Add: Net loss (income) attributable to redeemable non-									
controlling interest		(156)		<u> </u>		742		761	
Adjusted income from operations	\$	110,536	\$	109,623	\$	198,642	\$	207,022	
Income from operations margin		12.1%		10.9%		12.4%		10.1%	
Adjusted income from operations margin		16.5%		15.0 %		15.4%		14.6%	

Reconciliation of Adjusted Diluted EPS7

(Unaudited) (Per share data)

	Three months ended June 30,			Six months ended June 30,				
	2017 2018			2017		2018		
Diluted EPS	\$	0.36	\$	0.33	\$	0.62	\$	0.66
Add: Stock-based compensation		0.04		0.06		0.06		0.10
Add: Amortization of acquired intangible assets		0.04		0.05		0.07		0.10
Add: Acquisition-related expenses		0.02		_		0.02		_
Less: Tax impact on stock-based compensation		(0.01)		(0.01)		(0.02)		(0.03)
Less: Tax impact on amortization of acquired intangibles		(0.01)		(0.01)		(0.02)		(0.02)
Less: Tax impact on acquisition-related expenses		_		_		_		_
Adjusted diluted EPS	\$	0.43	\$	0.41	\$	0.73	\$	0.80

 $^{7\,}$ Due to rounding, the numbers presented in this table may not add up precisely to the totals provided.

The following tables show the reconciliation of forward-looking non-GAAP financial measures from GAAP for the year ending December 31, 2018:

Reconciliation of Outlook for Adjusted Income from Operations Margin (Unaudited)

	Year ending December 31, 2018
Income from operations margin	11.7 %
Add: Estimated stock-based compensation	1.6%
Add: Estimated amortization of acquired intangible assets	1.2%
Add: Estimated acquisition-related expenses	0.1%
Add: Estimated other income (expense), net	1.2%
Less: Estimated equity-method investment activity, net	_
Adjusted income from operations margin	15.8 %

Reconciliation of Outlook for Adjusted Diluted EPS⁸

(Unaudited) (Per share data)

	Year ending December 31, 2018				
	Low	er	Upper		
Diluted EPS	\$	1.41	\$	1.45	
Add: Estimated stock-based compensation		0.24		0.24	
Add: Estimated amortization of acquired intangible assets		0.18		0.18	
Add: Estimated acquisition-related expenses		0.01		0.01	
Less: Estimated tax impact on stock-based compensation		(80.0)		(80.0)	
Less: Estimated tax impact on amortization of acquired intangibles		(0.05)		(0.05)	
Less: Estimated tax impact on acquisition-related expenses		_		_	
Adjusted diluted EPS	\$	1.72	\$	1.76	

 $^{8\,}$ Due to rounding, the numbers presented in this table may not add up precisely to the totals provided.