

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): December 14, 2007

**GENPACT LIMITED**  
(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction  
of incorporation)

**333-142875**  
(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 8.01. Other Events.**

On December 14, 2007, Genpact Limited issued a press release with respect to the sale of \$100 million of Genpact Limited shares by the General Electric Company. A copy of this press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit 99.1      Press release dated December 14, 2007

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**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: December 14, 2007

By: /s/ Victor Guaglianone

Name: Victor Guaglianone

Title: Senior Vice President

and General Counsel

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**EXHIBIT INDEX**

**Exhibit**      **Description**

99.1              Press release dated December 14, 2007

**GENPACT ANNOUNCES TRANSFER OF GENPACT SHARES BY SHAREHOLDER IN PRIVATE  
TRANSACTION**  
**TRANSFERRED SHARES REMAIN SUBJECT TO  
UNDERWRITERS' LOCK-UP**

**New York, NY (December 14, 2007) Genpact Limited (NYSE:G)**, which manages business processes for companies around the world, announced today that GE has agreed to sell, in a private transaction, approximately \$100 million of Genpact common shares, to an affiliate of a limited partner in one of Genpact's other shareholders. The shares sold will be subject to the same lock-up agreement that GE entered into with the underwriters of Genpact's initial public offering and, consequently, no shares will enter the public trading market as a result of the transaction.

"Genpact is a good partner and continues to provide valuable support to our operations. This transaction is simply a part of our normal and on-going portfolio management activities and we look forward to a long and productive relationship" a GE spokesman noted.

Pramod Bhasin, President and Chief Executive Officer of Genpact, said: "We welcome this diversification of our ownership base. We continue to have an excellent relationship with GE both as a client and as a shareholder. Our continuing significant revenue growth from GE has demonstrated the quality of this relationship."

**About Genpact**

Genpact manages 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, the Philippines, the Netherlands, Romania, Spain and the United States. For more info: [www.genpact.com](http://www.genpact.com).

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