

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
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1. Name and Address of Reporting Person* <u>Bhatia Mohit</u> (Last) (First) (Middle) <u>C/O GENPACT LLC</u> <u>105 MADISON AVENUE, 2ND FLOOR</u> (Street) <u>NEW YORK NY 10016</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2013</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	11/19/2013		M		20,421	A	\$14.3235 ⁽¹⁾	62,006	D	
Common Shares	11/19/2013		S		20,421	D	\$18.0616 ⁽²⁾	41,585	D	
Common Shares	11/19/2013		M		25,000	A	\$3.0357	66,585	D	
Common Shares	11/19/2013		S		25,000	D	\$18.0616 ⁽²⁾	41,585	D	
Common Shares	11/19/2013		M		102,615	A	\$14.2182 ⁽¹⁾	144,200	D	
Common Shares	11/19/2013		S		102,615	D	\$18.0616 ⁽²⁾	41,585	D	

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				
Employee Stock Options (Right to Buy)	\$14.3235 ⁽¹⁾	11/19/2013		M		20,421	(3)	03/12/2020	Common Shares	20,421	\$0	6,807 ⁽⁴⁾	D	
Employee Stock Option (Right to Buy)	\$3.0357	11/19/2013		M		25,000	(5)	07/26/2015	Common Shares	25,000	\$0	0	D	
Employee Stock Options (Right to Buy)	\$14.2182 ⁽¹⁾	11/19/2013		M		102,615	(6)	04/20/2017	Common Shares	102,615	\$0	0	D	

Explanation of Responses:

- The exercise price reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$18.0500 to \$18.1500. The Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The option vests as to 25% upon each anniversary of February 1, 2010.
- The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
- The option vested over a five-year period commencing January 1, 2005.
- The option vested 33.33% on December 31, 2010, 33.33% on December 31, 2011 and 33.34% on December 31, 2012.

Remarks:

/s/ Heather White, as Attorney-in-fact for Mohit Bhatia 11/21/2013

** 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.