

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Tyagarajan N. V.</u> (Last) (First) (Middle) <u>C/O GENPACT LLC</u> <u>521 FIFTH AVENUE, 14TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10175</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [G]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> 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
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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	05/01/2023		M ⁽¹⁾		50,000	A	\$19.35	855,509	D	
Common Shares	05/01/2023		S ⁽¹⁾		50,000	D	\$44.4863 ⁽²⁾	805,509	D	
Common Shares	05/02/2023		M ⁽¹⁾		50,000	A	\$19.35	855,509	D	
Common Shares	05/02/2023		S ⁽¹⁾		46,316	D	\$43.7934 ⁽³⁾	809,193	D	
Common Shares	05/02/2023		S ⁽¹⁾		3,684	D	\$44.5531 ⁽⁴⁾	805,509	D	
Common Shares								10,000	I	By Trust ⁽⁵⁾

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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$19.35	05/01/2023		M			50,000	(6)	05/30/2023	Common Shares	50,000	\$0	350,000	D	
Employee Stock Option (Right to Buy)	\$19.35	05/02/2023		M			50,000	(6)	05/30/2023	Common Shares	50,000	\$0	300,000	D	

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2022.
2. The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$44.29 to \$44.59. 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.
3. The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$43.45 to \$44.44. 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.
4. The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$44.46 to \$44.58. 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.
5. These shares are held in trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is one of the trustees of the trust. The reporting person disclaims beneficial ownership of the reported securities held by the trust except to the extent of his pecuniary interest therein.
6. The option vested 50% on January 10, 2016 and the remainder on January 10, 2018.

/s/ Thomas D. Scholtes, as
Attorney-in-fact for N.V.
Tyagarajan

05/03/2023

** 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.