

**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>Nayden Denis</u>  (Last) (First) (Middle) <u>C/O OAK HILL CAPITAL PARTNERS, L.P.,</u> <u>201 MAIN STREET, SUITE 3100</u>  (Street) <u>FORT WORTH TX 76102</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/25/2012		S		33,875,339 <sup>(1)</sup>	D	\$14.76	10,911,011	I	See footnotes <sup>(2)(3)</sup>
Common Shares <sup>(4)</sup>	10/25/2012		D		6,807 <sup>(5)</sup>	D	\$0.0	13,614 <sup>(6)</sup>	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The common shares of Genpact Limited reported disposed on this Form 4 were sold in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
- Certain investment funds managed by Oak Hill Capital Management, LLC are beneficial owners of common shares of Genpact Limited.
- Mr. Nayden is a Managing Director of Oak Hill Capital Partners, L.P. and a Managing Partner of Oak Hill Capital Management, LLC. Mr. Nayden disclaims beneficial ownership of such common shares shown as indirectly beneficially owned by him except to the extent of his pecuniary interest therein.
- Represents unvested award of restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan.
- Unvested restricted shares forfeited by Mr. Nayden upon his resignation from the board of directors of Genpact Limited on October 25, 2012, following the closing of the transaction referenced in footnote 1.
- Amount of shares reflects share adjustment (by a factor of 1.1345) made following a special dividend paid by Genpact Limited on September 24, 2012.

/s/ Denis Nayden 10/25/2012

\*\* 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.