
**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): March 29, 2017

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

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 March 29, 2017, Genpact Limited (“Genpact”) entered into an accelerated share repurchase agreement with Morgan Stanley & Co. LLC (the “Dealer”) to repurchase an aggregate of \$200 million of Genpact’s common shares. The accelerated share repurchase agreement was entered into pursuant to Genpact’s existing share repurchase program. Genpact expects to fund the accelerated share repurchase transaction through a combination of surplus cash on its balance sheet, operating cash flows and net proceeds from the recently completed private offering by Genpact’s wholly-owned subsidiary, Genpact Luxembourg S.à r.l., of its 3.700% senior notes due 2022.

Under the terms of the accelerated share repurchase agreement, Genpact made a \$200 million payment to the Dealer on March 30, 2017 and received from the Dealer on the same day an initial delivery of 6,578,947 Genpact common shares based on the closing price of Genpact common shares on March 29, 2017. The final number of Genpact common shares to be repurchased from the Dealer will be based on the volume-weighted average share price of Genpact’s common shares during the term of the applicable transaction, less a discount and subject to adjustments pursuant to the terms of the accelerated share repurchase agreement. At settlement, under certain circumstances, the Dealer may be required to deliver additional Genpact common shares to Genpact, or under certain circumstances, Genpact may be required either to deliver its common shares or to make a cash payment to the Dealer. The final settlement of the transaction under the accelerated share repurchase agreement is expected to be completed by the end of the fourth quarter 2017.

A copy of the press release announcing the execution of the accelerated share repurchase agreement is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.***(d) Exhibits:***

Exhibit 99.1 Press release dated March 30, 2017

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: March 31, 2017

By: /s/ Heather D. White
Name: Heather D. White
Title: Senior Vice President

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated March 30, 2017



Genpact Limited Announces \$200 Million Accelerated Share Repurchase

NEW YORK, March 30, 2017 – Genpact Limited (NYSE: G), a global professional services firm focused on delivering digital transformation for clients, today announced that it has entered into an accelerated share repurchase agreement (the “ASR”) with Morgan Stanley & Co. LLC (the “Dealer”) to repurchase an aggregate of \$200 million of Genpact common shares.

Under the terms of the ASR, Genpact has agreed to repurchase \$200 million of its common shares from the Dealer, in total. On March 30, 2017, Genpact will pay to the Dealer \$200 million in exchange for the initial delivery of 6,578,947 Genpact common shares based on current market prices of Genpact common shares. The final number of shares that Genpact ultimately repurchases under the ASR will be based on Genpact’s volume-weighted average share price during the term of the transaction, less a discount and subject to adjustments pursuant to the terms and conditions of the ASR. The transaction is expected to be completed by the end of the fourth quarter 2017. Genpact expects to fund the ASR through a combination of surplus cash on its balance sheet, operating cash flows and net proceeds from the recently completed private offering by Genpact’s wholly-owned subsidiary, Genpact Luxembourg S.à r.l., of its 3.700% senior notes due 2022.

The ASR was entered into pursuant to Genpact’s existing share repurchase program. Genpact has completed \$592 million out of a total authorization of \$1.25 billion in share repurchases since the program was first announced in February 2015. Genpact currently has approximately \$658 million of share repurchase authorization available, including the \$200 million allocated for repurchases pursuant to the ASR.

About Genpact

Genpact (NYSE: G) is a global professional services firm focused on delivering digital transformation for our clients, putting digital and data to work to create competitive advantage. We do this by integrating lean principles, design thinking, analytics and digital technologies with our domain and industry expertise to deliver disruptive business outcomes – an approach we call Lean DigitalSM. We deliver value to our clients in two ways – through digital-led, domain-enabled solutions that drive innovation, and through intelligent operations enabled by digital that design, transform and run clients’ operations. Our approach is continually refined in the world’s largest digital process sandbox, where we test and improve thousands of processes. For two decades, first as a General Electric division and since 2005 as an independent company, we have been passionately serving our clients. We generate impact for clients from the Fortune Global 500 and beyond, and employ over 77,000 people in more than 20 countries, with key offices in New York City, Palo Alto, London, and Delhi.

Safe Harbor

Statements in this press release regarding Genpact's expectations, including the timing of the final settlement of the ASR transactions, Genpact's ability to complete the transactions on the terms described in this press release or at all and the ASR and the source of funding for the ASR, are forward-looking statements. There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements. These include, among others, the market price of Genpact's stock prevailing from time to time, the nature of other investment opportunities presented to Genpact from time to time, Genpact's cash flows from operations, general economic conditions, and other factors identified in Genpact's most recent Annual Report on Form 10-K and other reports filed with the SEC. 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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Contacts:

Investors:

Roger Sachs, CFA
+1 (203) 808-6725
roger.sachs@genpact.com

Media:

Gail Marold
+1 (919) 345-3899
gail.marold@genpact.com