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## 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 APPRC              | DVAL      |
|------------------------|-----------|
| OMB Number:            | 3235-0287 |
| Estimated average burd | en        |
| hours per response:    | 0.5       |

| 1. Name and Address of Reporting Person*           |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Genpact LTD</u> [G] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |   |            |                          |  |  |
|--|-------|---|--|---|------------|--------------------------|--|--|
| Oak Hill Capital Partners II (Cayman), L.P.        |       | <u> </u>  |  | Director  | Х          | 10% Owner                |  |  |
| (Last) (First) (Mid<br>201 MAIN STREET, SUITE 2415 | ddle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/07/2007            |  | Officer (give title<br>below)<br>See Ren                            | X<br>narks | Other (specify<br>below) |  |  |
| (Street)<br>FORT WORTH TX 761                      | 102   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Indivi<br>Line)<br>X  | idual or Joint/Group F<br>Form filed by One F<br>Form filed by More | Report     | ing Person               |  |  |
| (City) (State) (Zip)                               | )     |   |  | Person  | unan c     | one Reporting            |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |        |  | 4. Securities A<br>Disposed Of (I<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|--------|--|---|---------------|-------|---|---|---|
|                                 |  |   | Code V |  | Amount                                  | (A) or<br>(D) | Price | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   |   |
| Common Shares                   | 08/07/2007                                 |   | s      |  | 3,716,199                               | D             | \$14  | 33,745,982  | I   | See<br>Footnote <sup>(1)</sup>                                    |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

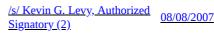
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\ | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

## Explanation of Responses:

1. The reporting person owns shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), which sold 11,764,706 common shares of Genpact Limited (the "Issuer"). The common shares of the Issuer reported on this Form 4 represents the number of common shares of the Issuer that the reporting person may be deemed to have sold based on its ownership interest in GICo.

#### Remarks:

(2) Oak Hill Capital Partners II (Cayman), L.P., By: OHCP GenPar II (Cayman), L.P., its general partner, By: OHCP MGP Partners II (Cayman), L.P., its general partner, By: OHCP MGP II (Cayman), L.I., its general partner, By: OHCP MGP II (Cayman), L.P., its general partner, By: OHCP MGP II (Cayman)



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.