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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
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hours per response:	0.5

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD</u> [G]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Oak Hill Capital Partners II (Cayman), L.P.		<u> </u>		Director	Х	10% Owner		
(Last) (First) (Mid 201 MAIN STREET, SUITE 2415	ddle)	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2007		Officer (give title below) See Ren	X narks	Other (specify below)		
(Street) FORT WORTH TX 761	102	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group F Form filed by One F 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 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities A Disposed Of (I 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	08/07/2007		s		3,716,199	D	\$14	33,745,982	I	See Footnote ⁽¹⁾

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

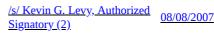
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/\	7. Title and Amount of Securities Underlying Derivative 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				

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.