

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GAP (Bermuda) LTD</u>  (Last) (First) (Middle) <u>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC</u> <u>3 PICKWICK PLAZA</u>  (Street) <u>GREENWICH CT 06830</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)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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		24,098,240 <sup>(4)</sup>	D	\$14.76	7,761,874	I	See Footnote <sup>(1)(3)</sup>
Common Shares	10/25/2012		S		7,210,704 <sup>(4)</sup>	D	\$14.76	2,322,518	I	See Footnote <sup>(2)(3)</sup>

**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					

1. Name and Address of Reporting Person\*  
GAP (Bermuda) LTD  
 (Last) (First) (Middle)  
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC  
3 PICKWICK PLAZA  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
General Atlantic Partners (Bermuda), L.P.  
 (Last) (First) (Middle)  
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC  
3 PICKWICK PLAZA  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

GAP-W INTERNATIONAL, LP

(Last) (First) (Middle)  
C/O GENERAL ATLANTIC SERVICE COMPANY LLC  
3 PICKWICK PLAZA

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GENERAL ATLANTIC GENPAR  
(BERMUDA), L.P.

(Last) (First) (Middle)  
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC  
3 PICKWICK PLAZA

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

- GAP (Bermuda) Limited is the general partner of General Atlantic GenPar (Bermuda), L.P. ("GAP GenPar"), the general partner of General Atlantic Partners (Bermuda), L.P. ("GAP Bermuda"). The 24,098,240 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP Bermuda in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
- GAP (Bermuda) Limited is the general partner of GAP GenPar, the general partner of GAP-W International, L.P. ("GAP-W"). The 7,210,704 common shares of Genpact Limited reported disposed on this Form 4 were sold by GAP-W in a private sale pursuant to a share purchase agreement dated as of August 1, 2012, as amended.
- GAP (Bermuda) Limited is the general partner of GAP GenPar, which is the general partner of GAP Bermuda and GAP-W. As a result, each of GAP (Bermuda) Limited and GAP GenPar may be deemed to beneficially own the shares owned GAP Bermuda and GAP-W.
- 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.

**Remarks:**

(5) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP Bermuda. (6) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar, the general partner of GAP-W. (7) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited, the general partner of GAP GenPar. (8) By Thomas J. Murphy, Vice President of GAP (Bermuda) Limited. The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

/s/ Thomas J. Murphy, Officer 10/25/2012  
(5)

/s/ Thomas J. Murphy, Officer 10/25/2012  
(6)

/s/ Thomas J. Murphy, Officer 10/25/2012  
(7)

/s/ Thomas J. Murphy, Officer 10/25/2012  
(8)

\*\* 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.**