SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*       2. Date of E         Bhasin Pramod       (Month/Day 08/01/200				nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Genpact LTD</u> [ G ]						
	ast) (First) (Middle) /O GENPACT U.S. HOLDINGS, INC. 251 AVENUE OF THE AMERICAS					ationship of Reporting Pers a all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 08/01/2007		
(Street) NEW YORK (City)	NY (State)	10020 (Zip)				President, CEO, I	,			cable Line) Form filed b	//Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Shares					317,255 <sup>(1)</sup> I <sup>(1)</sup>			Through Genpact Management Investors, LLC			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Secur				rcise Form:		6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	n Title	3	Amount or Number of Shares		tive	or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. The initial Form 3 incorrectly reported direct beneficial ownership by the Reporting Person of 351,395 common shares.

/s/ Heather White, as Attorney in fact for Pramod Bhasin

<sup>y</sup> <u>06/06/2008</u>

\*\* 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 5 (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.