# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

Genpact Limited (Name of Issuer)

<u>Common Shares, par value \$0.01 per share</u>
(Title of Class of Securities)

G3922B107 (CUSIP Number)

<u>December 31, 2012</u> (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the reminder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF	DED	ORTING PERSON OR	
1			ORTING PERSON OR ICATION NO. OF ABOVE PERSON	
	Oak Hill Ca	apital	Partners (Bermuda), L.P.	
2	CHECK TH	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3	SEC USE C	ONLY	7	
4	CITIZENSI	HIP C	OR PLACE OF ORGANIZATION	
	Bermuda			
	-	5	SOLE VOTING POWER	
			1,246,668	
NUMBI SHAI	_	6	SHARED VOTING POWER	
BENEFIC	CIALLY		0	
OWN BY EACH RI		7	SOLE DISPOSITIVE POWER	
PERS	SON		1.240.000	
WIT	ГН	8	1,246,668 SHARED DISPOSITIVE POWER	
		O		
			0	
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,246,668			
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.56%			
12	TYPE OF F	REPO	ORTING PERSON	
	PN			

1		REPORTING PERSON OR	
	I.R.S. IDEN	VTIFICATION NO. OF ABOVE PERSON	
	Oak Hill Ca	apital Management Partners (Bermuda), L.P.	
2	CHECK TH	HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE C	DNLY	
4	CITIZENSI	HIP OR PLACE OF ORGANIZATION	
	Bermuda		
		5 SOLE VOTING POWER	
		31,966	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		6 SHARED VOTING POWER	
		7 SOLE DISPOSITIVE POWER	
Pl	ERSON	31,966	
)	WITH	8 SHARED DISPOSITIVE POWER	
0	A CODEC A		
9	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	31,966		
10	CHECK BO	DX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	Less than 0.	.1%	
12		REPORTING PERSON	
	DN		

1	NAME OF	DED	ORTING PERSON OR				
1			ORTING PERSON OR ICATION NO. OF ABOVE PERSON				
			Partners II (Cayman), L.P.				
2	CHECK TH	IE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
				(b) A			
3	SEC USE C	ONLY	Y				
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
		5	SOLE VOTING POWER				
			3,446,536				
_	MBER OF 6 SHARED VOTING POWER		SHARED VOTING POWER				
	HARES EFICIALLY		0				
	WNED H REPORTING	7	SOLE DISPOSITIVE POWER				
PE	ERSON		2.446.526				
7	WITH	8	3,446,536 SHARED DISPOSITIVE POWER				
		ŏ	SHARED DISPOSITIVE POWER				
			0				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,446,536						
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1.53%	1.53%					
12	TYPE OF F	REPC	DRTING PERSON				
	PN	PN					

_			
1		REPORTING PERSON OR	
	I.R.S. IDEN	ITIFICATION NO. OF ABOVE PERSON	
	Oak Hill Ca	pital Management Partners II (Cayman), L.P.	
2	CHECK TH	IE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE C	ONLY	
4	CITIZENSI	HIP OR PLACE OF ORGANIZATION	
	Cayman Isl	ands	
		5 SOLE VOTING POWER	
		126,451	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		6 SHARED VOTING POWER	
		7 SOLE DISPOSITIVE POWER	
	PERSON	126,451	
	WITH	8 SHARED DISPOSITIVE POWER	
		0	
9	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	126,451		
10	CHECK BO	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.06%		
12	TYPE OF F	REPORTING PERSON	
	DN		

1			ORTING PERSON OR ICATION NO. OF ABOVE PERSON	
	I.R.S. IDEI	NIIF	ICATION NO. OF ABOVE PERSON	
	Oak Hill C	apital	Partners II (Cayman II), L.P.	
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE (	ONLY	ľ	
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION	
	Cayman Isl	ands		
	•	5	SOLE VOTING POWER	
			603,885	
NUMBER OF SHARES		6	SHARED VOTING POWER	
BE	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0	
BY EA			SOLE DISPOSITIVE POWER	
			603,885	
			SHARED DISPOSITIVE POWER	
		8		
	1		0	
9	AGGREGA	ATE F	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	603,885			
10	CHECK BO	II XC	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.27%			
12	TYPE OF I	REPC	DRTING PERSON	
	PN			

1	NAME OF REPORTING PERSON OR							
			ICATION NO. OF ABOVE PERSON					
	OHCP Gen	Bermuda), L.P.						
2	CHECK TH	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x					
3	SEC USE O	ONLY	7					
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Bermuda							
	•	5	SOLE VOTING POWER					
			1,278,634					
_	MBER OF HARES	10 ISBARED VOTING POWER						
BENE	EFICIALLY		0					
	WNED H REPORTING	7	SOLE DISPOSITIVE POWER					
	ERSON WITH		1,278,634					
	***************************************	8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,278,634							
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.57%	0.57%						
12	TYPE OF F	REPO	DRTING PERSON					
	PN	PN						

1	NAME OF	REP	ORTING PERSON OR					
1			ICATION NO. OF ABOVE PERSON					
	ОНСР МС	P Par	rtners (Bermuda), L.P.					
2	CHECK TH	(a) o (b) x						
3	SEC USE O	ONLY	Y					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Bermuda							
		5	SOLE VOTING POWER					
			1,278,634					
_	MBER OF HARES	10 ISBARED VOTING POWER						
BENI	EFICIALLY		0					
	OWNED H REPORTING	7	SOLE DISPOSITIVE POWER					
	ERSON WITH		1,278,634					
	***************************************	8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,278,634							
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.57%	0.57%						
12	TYPE OF F	REPC	DRTING PERSON					
	PN	PN						

1	NAME OF	DED	ORTING PERSON OR					
1			ORTING PERSON OR ICATION NO. OF ABOVE PERSON					
	OTTOD 1 (C	D (D						
		ermuda), Ltd.						
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE O	ONLY	Y					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Bermuda							
		5	SOLE VOTING POWER					
			1,278,634					
NUN	MBER OF							
	HARES EFICIALLY	ľ						
	WNED	_	0					
	H REPORTING ERSON	7	SOLE DISPOSITIVE POWER					
	WITH		1,278,634					
		8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREG <i>A</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,278,634							
10		HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o						
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
		· ·						
10	0.57%	)EDC	DETING REDGON					
12	TYPE OF I	KEPC	DRTING PERSON					
	CO	СО						

1	NAME OF	DED	ORTING PERSON OR				
1			ICATION NO. OF ABOVE PERSON				
	OHCD SI D	(Bor	rmuda), Ltd.				
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
	CHECK II	11. 71	TROTRINE BOX II A WEMBER OF A GROOT	(b) x			
	000 1100						
3	SEC USE C	JNLY	(				
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Bermuda						
		5	SOLE VOTING POWER				
			1,278,634				
_	BER OF	10 ISBARED VOTING POWER					
	ARES ICIALLY		0				
	NED REPORTING	7	SOLE DISPOSITIVE POWER				
PEF	RSON		1 270 624				
W	ITH	8	1,278,634 SHARED DISPOSITIVE POWER				
		ľ	SHARED DISPOSITIVE FOWER				
_	1		0				
9	AGGREGA	ΥΓΕ <i>Ε</i>	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,278,634						
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT	OF (	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.57%	0.57%					
12		REPC	DRTING PERSON				
	CO						
1	<u> </u>						

1	NAME OF	REP	ORTING PERSON OR				
			ICATION NO. OF ABOVE PERSON				
	OHCP Gen	Par II	I (Cayman), L.P.				
2		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE C	ONLY	Y				
4	CITIZENSI	HIP (	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
	<u> </u>	5	SOLE VOTING POWER				
			4,176,872				
_	IBER OF 6 SHARED VOTING POWER		SHARED VOTING POWER				
BENEFI	CIALLY		0				
	NED REPORTING	7	SOLE DISPOSITIVE POWER				
PER	SON TH		4,176,872				
***	111	8	SHARED DISPOSITIVE POWER				
			0				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	4,176,872						
10		HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  o					
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1.86%	1.86%					
12		REPC	DRTING PERSON				
	PN						

1			PORTING PERSON OR	
	I.R.S. IDEI	NIIF.	ICATION NO. OF ABOVE PERSON	
	OHCP MG	P Par	rtners II (Cayman), L.P.	
2	СНЕСК ТІ	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE (	ONLY	Y	
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION	
	Cayman Isl	ands		
		5	SOLE VOTING POWER	_
			4,176,872	
NUMBER OF SHARES		6	SHARED VOTING POWER	
BENEFICIALLY			0	
BY EA	OWNED BY EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER	
			4,176,872	
			SHARED DISPOSITIVE POWER	
		8	OTHERED PIOT COTTIVE TOWER	
			0	
9	AGGREG!	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,176,872			
10	CHECK BO	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT	OF (	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.86%			
12	TYPE OF I	REPC	ORTING PERSON	
	PN			

1	NAME OF	DED	ORTING PERSON OR					
1			CATION NO. OF ABOVE PERSON					
	OHCD MC	D II (	C					
2			Cayman), Ltd.  PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
2	CHECK II	1E AI	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) 0 (b) x				
3	SEC USE O	ONLY	,					
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Cayman Isl	ands						
		5	SOLE VOTING POWER					
			4,176,872					
_	MBER OF	BER OF 6 SHARED VOTING POWER						
	HARES EFICIALLY							
O	OWNED	7	0 SOLE DISPOSITIVE POWER					
	H REPORTING ERSON							
	WITH		4,176,872					
		8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREG <i>A</i>	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4,176,872							
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
12	1.86%	DEDO	ADTING DEDCON					
12	I YPE OF I	KEPU	PRTING PERSON					
	CO	CO						

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	OHCP SLP	II (C	ayman), Ltd.			
2 CHECK TH		HE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3 SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Cayman Islands					
	•	5	SOLE VOTING POWER			
			4,176,872			
NUMBER OF SHARES		6	SHARED VOTING POWER			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			0			
		7	SOLE DISPOSITIVE POWER			
			4,176,872			
		8	SHARED DISPOSITIVE POWER			
			0			
9	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	4,176,872					
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.86%					
12	TYPE OF I	TYPE OF REPORTING PERSON				
	CO					

### Item 1. (a) NAME OF ISSUER

(xiii)

Genpact Limited (the "Company").

### (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Canon's Court, 22 Victoria Street Hamilton HM, Bermuda

### Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons")

(ii) Oak Hill Capital Management Partners (Bermuda), L.P. ("OHCMP Bermuda"); (iii) Oak Hill Capital Partners II (Cayman), L.P. ("OHCP II Cayman"); Oak Hill Capital Management Partners II (Cayman), L.P. ("OHCMP II Cayman"); (iv) Oak Hill Capital Partners II (Cayman II), L.P. ("OHCP II Cayman II"); (v) OHCP GenPar (Bermuda), L.P. ("GenPar Bermuda"); (vi) OHCP MGP Partners (Bermuda), L.P. ("MGP Partners Bermuda"); (vii) OHCP MGP (Bermuda), Ltd. ("MGP Bermuda"); (viii) OHCP SLP (Bermuda), Ltd. ("SLP Bermuda"); (ix) (x) OHCP GenPar II (Cayman), L.P. ("GenPar Cayman"); (xi) OHCP MGP Partners II (Cayman), L.P. ("MGP Partners Cayman"); (xii) OHCP MGP II (Cayman), Ltd. ("MGP Cayman"); and

Oak Hill Capital Partners (Bermuda), L.P. ("OHCP Bermuda");

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

### (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

OHCP SLP II (Cayman), Ltd. ("SLP Cayman")

201 Main Street, Suite 1620 Fort Worth, Texas 76102

### (c) CITIZENSHIP

OHCP Bermuda - Bermuda

(ii)	OHCMP Bermuda - Bermuda
(iii)	OHCP II Cayman – Cayman Islands
(iv)	OHCMP II Cayman – Cayman Islands
(v)	OHCP II Cayman II – Cayman Islands
(vi)	GenPar Bermuda - Bermuda
(vii)	MGP Partners Bermuda – Bermuda
(viii)	MGP Bermuda – Bermuda
(ix)	SLP Bermuda – Bermuda
(x)	GenPar Cayman – Cayman Islands
(xi)	MGP Partners Cayman – Cayman Islands
(xii)	MGP Cayman – Cayman Islands

# (d) TITLE OF CLASS OF SECURITIES

Common Shares, par value \$0.01 per share (the "Common Shares" or "Shares")

### (e) CUSIP NUMBER

SLP Cayman - Cayman Islands

G3922B107

(xiii)

(i)

# Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

# Item 4. OWNERSHIP.

As of December 31, 2012, the Reporting Persons owned the following number of shares:

(i) OHCP Bermuda owned 1,246,668 Shares of record or 0.56% of the issued and outstanding Shares. OHCP Bermuda has the sole power to vote or direct the vote of 1,246,668 Shares and the sole power to dispose or to direct the disposition of 1,246,668 Shares.

- (ii) OHCMP Bermuda owned 31,966 Shares of record or less than 0.1% of the issued and outstanding Shares. OHCMP Bermuda has the sole power to vote or direct the vote of 31,966 Shares and the sole power to dispose or to direct the disposition of 31,966 Shares.
- (iii) OHCP II Cayman owned 3,446,536 Shares of record or 1.53% of the issued and outstanding Shares. OHCP II Cayman has the sole power to vote or direct the vote of 3,446,536 Shares and the sole power to dispose or to direct the disposition of 3,446,536 Shares.
- (iv) OHCMP II Cayman owned 126,451 Shares of record or 0.06% of the issued and outstanding Shares. OHCMP II Cayman has the sole power to vote or direct the vote of 126,451 Shares and the sole power to dispose or to direct the disposition of 126,451 Shares.
- (v) OHCP II Cayman II owned 603,885 Shares of record or 0.27% of the issued and outstanding Shares. OHCMP II Cayman II has the sole power to vote or direct the vote of 603,885 Shares and the sole power to dispose or to direct the disposition of 603,885 Shares.
- (vi) GenPar Bermuda is the sole general partner of both OHCP Bermuda and OHCMP Bermuda. As the sole general partner of OHCP Bermuda and OHCMP Bermuda, GenPar Bermuda owns an aggregate of 1,278,634 Shares or 0.57% of the issued and outstanding Shares. As the sole general partner of OHCP Bermuda and OHCMP Bermuda, GenPar Bermuda has the sole power to vote or direct the vote of 1,278,634 Shares and the sole power to dispose or to direct the disposition of 1,278,634 Shares.
- (vii) MGP Partners Bermuda is the sole general partner of GenPar Bermuda. As the sole general partner of GenPar Bermuda, MGP Partners Bermuda owns an aggregate of 1,278,634 Shares or 0.57% of the issued and outstanding Shares. As the sole general partner of GenPar Bermuda, MGP Partners Bermuda has the sole power to vote or direct the vote of 1,278,634 Shares and the sole power to dispose or to direct the disposition of 1,278,634 Shares.
- (viii) MGP Bermuda is the sole general partner of MGP Partners Bermuda. As the sole general partner of MGP Partners Bermuda, MGP Bermuda owns an aggregate of 1,278,634 Shares or 0.57% of the issued and outstanding Shares. As the sole general partner of MGP Partners Bermuda, MGP Bermuda has the sole power to vote or direct the vote of 1,278,634 Shares and the sole power to dispose or to direct the disposition of 1,278,634 Shares.
- (ix) SLP Bermuda exercises voting and dispositive control over the Shares held by OHCP Bermuda and OHCMP Bermuda. As the exerciser of the voting and dispositive control over the Shares held by OHCP Bermuda and OHCMP Bermuda, SLP Bermuda owns an aggregate of 1,278,634 Shares or 0.57% of the issued and outstanding Shares. As the exerciser of the voting and dispositive control over the Shares held by OHCP Bermuda and OHCMP Bermuda, SLP Bermuda has the sole power to vote or direct the vote of 1,278,634 Shares and the sole power to dispose or to direct the disposition of 1,278,634 Shares.

(x) GenPar Cayman is the sole general partner of OHCP II Cayman, OHCMP II Cayman and OHCP II Cayman II. As the sole general partner of OHCP II Cayman, OHCMP II Cayman, OHCMP II Cayman and OHCP II Cayman and OHCP II Cayman owns an aggregate of 4,176,872 Shares or 1.86% of the issued and outstanding Shares. As the sole general partner of OHCP II Cayman, OHCMP II Cayman and OHCP II Cayman II, GenPar Cayman has the sole power to vote or direct the vote of 4,176,872 Shares and the sole power to dispose or to direct the disposition of 4,176,872 Shares.

- (xi) MGP Partners Cayman is the sole general partner of GenPar Cayman. As the sole general partner of GenPar Cayman, MGP Partners Cayman owns an aggregate of 4,176,872 Shares or 1.86% of the issued and outstanding Shares. As the sole general partner of GenPar Cayman, MGP Partners Cayman has the sole power to vote or direct the vote of 4,176,872 Shares and the sole power to dispose or to direct the disposition of 4,176,872 Shares.
- (xii) MGP Cayman is the sole general partner of MGP Partners Cayman. As the sole general partner of MGP Partners Cayman, MGP Cayman owns an aggregate of 4,176,872 Shares or 1.86% of the issued and outstanding Shares. As the sole general partner of MGP Partners Cayman, MGP Cayman has the sole power to vote or direct the vote of 4,176,872 Shares and the sole power to dispose or to direct the disposition of 4,176,872 Shares.
- (xiii) SLP Cayman exercises voting and dispositive control over the Shares held by OHCP II Cayman, OHCMP II Cayman and OHCP II Cayman II. As the exerciser of the voting and dispositive control over the Shares held by OHCP II Cayman, OHCMP II Cayman and OHCP II Cayman II, SLP Cayman owns an aggregate of 4,176,872 Shares or 1.86% of the issued and outstanding Shares. As the exerciser of the voting and dispositive control over the Shares held by OHCP II Cayman, OHCMP II Cayman and OHCP II Cayman II, SLP Cayman has the sole power to vote or direct the vote of 4,176,872 Shares and the sole power to dispose or to direct the disposition of 4,176,872 Shares.

### Amount Beneficially Owned

Each of the Reporting Persons may be deemed to beneficially own the Shares set forth on such Reporting Person's cover page included herein and in this Item 4

#### Percentage Owned

Based on calculations made in accordance with Rule 13d-3(d), and there being 224,585,698 shares of Common Stock outstanding as of December 7, 2012 as reported in the Company's Prospectus Supplement filed pursuant to Rule 424(b)(5) (File No. 333-165481) filed with the Securities and Exchange Commission on December 13, 2012, each of the Reporting Persons may be deemed to beneficially own the approximate percentage of the outstanding Shares set forth on such Reporting Person's cover page included herein and in this Item 4.

Number of Shares as to Which Such Person Has Sole/Shared Power to Vote or to Direct the Vote and Sole/Shared Power to Dispose or to Direct the Disposition of:

- (i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and disposition of the Shares set forth on such Reporting Person's cover page included herein.
- (ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and disposition of the Shares set forth on such Reporting Person's cover page included herein.

### Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

### Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 4.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 8, 2013

### OAK HILL CAPITAL PARTNERS (BERMUDA), L.P.

By: OHCP GenPar (Bermuda), L.P.

its general partner

By: OHCP MGP Partners (Bermuda), L.P. its general partner

By: OHCP MGP (Bermuda), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OAK HILL CAPITAL MANAGEMENT PARTNERS (BERMUDA), L.P.

By: OHCP GenPar (Bermuda), L.P.

its general partner

By: OHCP MGP Partners (Bermuda), L.P.

its general partner

By: OHCP MGP (Bermuda), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

### OHCP GENPAR (BERMUDA), L.P.

By: OHCP MGP Partners (Bermuda), L.P. its general partner

ns general partner

By: OHCP MGP (Bermuda), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OHCP MGP PARTNERS (BERMUDA), L.P.

By: OHCP MGP (Bermuda), Ltd. its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

### OHCP MGP (BERMUDA), LTD.

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OHCP SLP (BERMUDA), LTD.

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# 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), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OAK HILL CAPITAL PARTNERS II (CAYMAN II), 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), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OAK HILL CAPITAL MANAGEMENT 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), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

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# OHCP GENPAR II (CAYMAN), L.P.

By: OHCP MGP Partners II (Cayman), L.P.

its general partner

By: OHCP MGP II (Cayman), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OHCP MGP PARTNERS II (CAYMAN), L.P.

By: OHCP MGP II (Cayman), Ltd.

its general partner

By: /s/ Kevin G. Levy

Name: Kevin G. Levy Title: Vice President

# OHCP MGP II (CAYMAN), LTD.

By: /s/ Kevin G. Levy

Name:Kevin G. Levy Title: Vice President

# OHCP SLP II (CAYMAN), LTD.

By: /s/ Kevin G. Levy

Name:Kevin G. Levy Title: Vice President

# **Exhibit Index**

Exhibit 1.

Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. (incorporated by referenced to Exhibit 1 of the Schedule 13G/A filed by the Reporting Persons with respect to Genpact Limited with the Securities Exchange Commission on February 13, 2013).