

Genpact LTD  
Form 4  
February 18, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tyagarajan N. V.

2. Issuer Name and Ticker or Trading Symbol  
Genpact LTD [G]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GENPACT LLC, 1155  
AVENUE OF THE AMERICAS,  
4TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/25/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)   |
| Common Shares                   | 11/25/2015                           |  | G                              |   |   | 30,000 | \$ 0  | 338,607  | D   |              |
| Common Shares                   | 11/25/2015                           |  | G                              |   |   | 30,000 | \$ 0  | 30,000   | I   | By Trust (1) |
| Common Shares                   | 02/16/2016                           |  | S                              |   |   | 10,000 | \$ 25.3184 (2)  | 20,000   | I   | By Trust (1) |
| Common Shares                   | 02/18/2016                           |  | S                              |   |   | 5,000  | \$ 26.2132 (3)  | 15,000   | I   | By Trust (1) |



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number of shares purchased at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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