

BAIN CAPITAL INVESTORS LLC

Form 4

November 22, 2017

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAIN CAPITAL INVESTORS LLC

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)

200 CLARENDON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2017

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

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

BOSTON, MA 02116

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/20/2017		S	8,500,194	D	\$ 30.26	40,538,196 I

See
footnotes
(1) (2) (3) (4)
(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Partners Asia II, L.P. 200 CLARENDON STREET BOSTON, MA 02116		X		
Bain Capital Partners X, L.P. 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Associates IV, L.P. 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Associates IV-B, L.P. 200 CLARENDON STREET BOSTON, MA 02116		X		
Glory Investments A Ltd 200 CLARENDON STREET BOSTON, MA 02116		X		
Glory Investments B Ltd 200 CLARENDON STREET BOSTON, MA 02116		X		
Glory Investments IV Ltd 200 CLARENDON STREET BOSTON, MA 02116		X		
Glory Investments IV-B Ltd 200 CLARENDON STREET		X		

BOSTON, MA 02116

Signatures

BAIN CAPITAL INVESTORS, LLC, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director	11/22/2017
__Signature of Reporting Person	Date
BAIN CAPITAL PARTNERS ASIA II, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director	11/22/2017
__Signature of Reporting Person	Date
BAIN CAPITAL PARTNERS X, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director	11/22/2017
__Signature of Reporting Person	Date
BCIP ASSOCIATES IV, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory	11/22/2017
__Signature of Reporting Person	Date
BCIP ASSOCIATES IV-B, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory	11/22/2017
__Signature of Reporting Person	Date
GLORY INVESTMENTS A LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director	11/22/2017
__Signature of Reporting Person	Date
GLORY INVESTMENTS B LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director	11/22/2017
__Signature of Reporting Person	Date
GLORY INVESTMENTS IV LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director	11/22/2017
__Signature of Reporting Person	Date
GLORY INVESTMENTS IV-B LIMITED, By: /s/ James Hildebrandt, Name: James Hildebrandt, Title: Director	11/22/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, Asia II may be deemed to beneficially own Common Shares held by Glory A. Asia II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 20, 2017, Glory A sold 2,367,136 Common Shares. Following such sale, Glory A held 11,289,074 Common Shares.
 - (2) BCI is the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited ("Glory B"). As a result, BCP X may be deemed to beneficially own Common Shares held by Glory B. BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 20, 2017, Glory B sold 5,836,761 Common Shares. Following such sale, Glory B held 27,836,041 Common Shares.
 - (3) On November 20, 2017, Glory Investments IV Limited ("Glory IV"), whose Class A shareholder is BCIP Associates IV, L.P. ("BCIP IV"), whose general partner is Boylston Coinvestors, LLC ("Boylston"), sold 275,550 Common Shares. Following such sale, Glory IV held 1,314,126 Common Shares. BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. BCIP IV disclaims

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beneficial ownership of such securities except to the extent of its pecuniary interest therein.

On November 20, 2017, Glory Investments IV-B Limited ("Glory IV-B" and together with Glory A, Glory B and Glory IV, the "Glory Entities"), whose Class A shareholder is BCIP Associates IV-B, L.P. ("BCIP IV-B"), whose general partner is Boylston, sold 20,747

- (4) shares of Common Stock. Following such sale, Glory IV-B held 98,955 Common Shares. BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. BCIP IV-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

The governance, investment strategy and decision-making process with respect to investments held by the Glory Entities is directed by the Global Private Equity Board of BCI. By virtue of the relationships described in these footnotes, BCI may be deemed to share voting and dispositive power with respect to the Common Shares held by the Glory Entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5)

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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