

Genpact LTD
Form 4
August 08, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OHCP GenPar (Bermuda), L.P.

(Last) (First) (Middle)

201 MAIN STREET, SUITE 2415,

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Genpact LTD [G]

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

08/07/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Notes (1) and (2)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
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Common Shares	08/07/2007		S	1,334,210	D	\$ 14 12,206,470	I
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By Oak Hill
Capital
Partners
(Bermuda),
L.P. (1) (2)

Common Shares	08/07/2007		S	34,467	D	\$ 14 312,986	I
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By Oak Hill
Capital
Management
Partners
(Bermuda),
L.P. (1) (2)

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

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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)

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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				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
OHCP GenPar (Bermuda), L.P. 201 MAIN STREET, SUITE 2415 FORT WORTH, TX 76102	See Notes (1) and (2)
OHCP MGP (BERMUDA), LTD. 65 EAST 55TH STREET 36TH FLOOR NEW YORK, NY 10022	See Notes (1) and (2)
OHCP MGP PARTNERS (BERMUDA), L.P. 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102	See Notes (1) and (2)
OHCP SLP (BERMUDA), LTD. 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102	See Notes (1) and (2)

Signatures

/s/ Kevin G. Levy, Authorized
Signatory (3)

08/08/2007

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__Signature of Reporting Person

Date

/s/ Kevin G. Levy, Authorized
Signatory (3)

08/08/2007

__Signature of Reporting Person

Date

/s/ Kevin G. Levy, Authorized
Signatory (3)

08/08/2007

__Signature of Reporting Person

Date

/s/ Kevin G. Levy, Authorized
Signatory (4)

08/08/2007

__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) OHCP GenPar (Bermuda), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners (Bermuda), L.P. ("OHCP") and Oak Hill Capital Management Partners (Bermuda), L.P. ("OHCMP"). OHCP MGP Partners (Bermuda), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP (Bermuda), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP (Bermuda), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP and OHCMP.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP are deemed to be beneficial owners of the securities owned by OHCP and OHCMP only to the extent of the greater of its
(2) respective direct or indirect interest in the profits or capital account of OHCP and OHCMP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by OHCP or OHCMP in excess of such amount.

Remarks:

(3) By OHCP MGP, on its behalf and separately as general partner of MGP Partners and on behalf of MGP Partners as general partner of GenPar.

(4) By SLP.

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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