

Genpact LTD  
Form 4  
May 12, 2008

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mehta Piyush

(Last) (First) (Middle)

C/O GENPACT US HOLDINGS,  
INC., 1251 AVENUE OF THE  
AMERICAS 41ST FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/08/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP , Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Shares                   | 05/08/2008                           |                                                    | M                              |                                                                   | 42,000 | A          | \$ 3.4439                                                                                     | 49,931                                                   | D                                                     |
| Common Shares                   | 05/08/2008                           |                                                    | S                              |                                                                   | 300    | D          | \$ 13.54                                                                                      | 49,631                                                   | D                                                     |
| Common Shares                   | 05/08/2008                           |                                                    | S                              |                                                                   | 4,100  | D          | \$ 13.51                                                                                      | 45,531                                                   | D                                                     |
| Common Shares                   | 05/08/2008                           |                                                    | S                              |                                                                   | 14,100 | D          | \$ 13.5                                                                                       | 31,431                                                   | D                                                     |
| Common Shares                   | 05/08/2008                           |                                                    | S                              |                                                                   | 3,000  | D          | \$ 13.49                                                                                      | 28,431                                                   | D                                                     |

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|               |            |   |       |   |          |                      |   |
|---------------|------------|---|-------|---|----------|----------------------|---|
| Common Shares | 05/08/2008 | S | 2,000 | D | \$ 13.48 | 26,431               | D |
| Common Shares | 05/08/2008 | S | 1,800 | D | \$ 13.47 | 24,631               | D |
| Common Shares | 05/08/2008 | S | 9,100 | D | \$ 13.46 | 15,531               | D |
| Common Shares | 05/08/2008 | S | 3,800 | D | \$ 13.45 | 11,731               | D |
| Common Shares | 05/08/2008 | S | 900   | D | \$ 13.44 | 10,831               | D |
| Common Shares | 05/08/2008 | S | 400   | D | \$ 13.42 | 10,431               | D |
| Common Shares | 05/08/2008 | S | 2,500 | D | \$ 13.4  | 7,931 <sup>(1)</sup> | D |

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 number.**

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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option                      | \$ 3.4439                                              | 05/08/2008                           |                                                    | M                              | 42,000                                                                                  | <sup>(2)</sup> 07/26/2015                                | Common Shares 42,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships                    |
|-----------------------------------------------|----------------------------------|
|                                               | Director 10% Owner Officer Other |
| Mehta Piyush<br>C/O GENPACT US HOLDINGS, INC. | Senior VP , Human Resources      |

1251 AVENUE OF THE AMERICAS 41ST FLOOR  
NEW YORK, NY 10020

## Signatures

/s/ Heather White, as Attorney in Fact for Piyush  
Mehta

05/12/2008

\_\_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) A beneficial holding of 8,785 common shares was incorrectly reported on the Form 3 filed on August 1, 2007.
- (2) The option vested 20% on the first anniversary of the grant date and vests 5% quarterly thereafter.

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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