

Genpact LTD  
Form 8-K/A  
July 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2011

**GENPACT LIMITED**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction

of incorporation)

**001-33626**  
(Commission

File Number)

**98-0533350**  
(I.R.S. Employer

Identification No.)

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Canon s Court, 22 Victoria Street

Hamilton HM, Bermuda

(Address of Principal Executive Offices) (Zip Code)

Registrant s telephone number, including area code: (441) 295-2244

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

On May 3, 2011, Genpact International, Inc., a wholly-owned indirect subsidiary of Genpact Limited, completed its acquisition of Headstrong Corporation ( Headstrong ) pursuant to the Agreement and Plan of Merger, dated April 5, 2011, among Genpact International, Inc., Headstrong and the other parties thereto. This Form 8-K/A is being filed to amend the Form 8-K filed on May 3, 2011 to provide the financial statements described under Item 9.01 below.

**Item 9.01. Financial Statements and Exhibits.**

***(a) Financial Statements of Business Acquired***

The audited consolidated financial statements of Headstrong as of December 31, 2010 are filed as Exhibit 99.1 hereto and incorporated herein by reference.

***(b) Pro Forma Financial Information.***

The required pro forma financial information with respect to the acquisition is filed as Exhibit 99.2 hereto and incorporated herein by reference.

***(d) Exhibits:***

Exhibit 23.1 Consent of Independent Registered Public Accounting Firm

Exhibit 99.1 Audited consolidated financial statements of Headstrong Corporation as of December 31, 2010

Exhibit 99.2 Unaudited pro forma condensed combined consolidated financial statements as of December 31, 2010

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENPACT LIMITED**

Date: July 18, 2011

By: /s/ Heather White  
Name: Heather D. White  
Title: Vice President and Senior Legal Counsel

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
23.1	Consent of Independent Registered Public Accounting Firm
99.1	Audited consolidated financial statements of Headstrong Corporation as of December 31, 2010
99.2	Unaudited pro forma condensed combined consolidated financial statements as of December 31, 2010