

SPENCE A MICHAEL
Form 4
December 05, 2012

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 *
SPENCE A MICHAEL

(Last) (First) (Middle)

C/O OHANA ADVISORS, 899
NORTHGATE DRIVE, SUITE 301

(Street)

SAN RAFAEL, CA 94903

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2012

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 below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	12/03/2012		M	45,000 A \$ 3.0357 (1)	65,421 (2)	D	
Common Shares	12/03/2012		S	45,000 D \$ 15.91	20,421 (2)	D	
Common Shares	12/04/2012		M	47,353 A \$ 3.0357 (1)	67,774 (2)	D	
Common Shares	12/04/2012		S	47,353 D \$ 15.6901 (5)	20,421 (2)	D	

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

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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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 3.0357 <u>(1)</u>	12/03/2012		M	45,000	<u>(3)</u> 09/28/2015	Common Shares	45,000
Employee Stock Options (Right to Buy)	\$ 3.0357 <u>(1)</u>	12/04/2012		M	47,353	<u>(3)</u> 09/28/2015	Common Shares	47,353

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPENCE A MICHAEL C/O OHANA ADVISORS 899 NORTHGATE DRIVE, SUITE 301 SAN RAFAEL, CA 94903	X			

Signatures

/s/ Heather White, as Attorney-in-fact for A. Michael Spence
12/05/2012

__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)

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The exercise price reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

- Includes restricted stock units (RSUs) granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan and reflects an
- (2) adjustment that was made to preserve the value of the Reporting Person's outstanding RSUs following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.
 - (3) The option vested over a five-year period commencing April 1, 2005.

- The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting
- (4) Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

- The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$15.6900 to \$15.7000. The
- (5) Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold 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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