

Genpact LTD
Form 3
November 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BAIN CAPITAL			(Month/Day/Year)	Genpact LTD [G]	
INVESTORS LLC			10/25/2012		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
JOHN HANCOCK			(Check all applicable)		
TOWER,Â 200 CLARENDON			_____ Director <input checked="" type="checkbox"/> 10% Owner		
STREET			_____ Officer _____ Other		
(Street)			(give title below) (specify below)		
BOSTON,Â MAÂ 02116			6. Individual or Joint/Group Filing(Check Applicable Line)		
(City)	(State)	(Zip)	___ Form filed by One Reporting Person		
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares, par value \$0.01 per share	57,537,264	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

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

BOSTON, MA 02116

BCIP Associates IV-B, L.P.
 JOHN HANOCK TOWER
 200 CLARENDON STREET
 BOSTON, MA 02116

^ ^ X ^ ^

Signatures

BAIN CAPITAL PARTNERS ASIA II, L.P., BAIN CAPITAL PARTNERS X, L.P., BCIP ASSOCIATES IV, L.P., BCIP ASSOCIATES IV-B, L.P., BAIN CAPITAL INVESTORS, LLC /s/ Mark Nunnelly 11/05/2012

__Signature of Reporting Person Date

GLORY INVESTMENTS A LIMITED, GLORY INVESTMENTS B LIMITED, GLORY INVESTMENTS IV LIMITED, GLORY INVESTMENTS IV-B LIMITED, GLORY INVESTMENTS TA IV LIMITED /s/ Ranesh Ramanathan 11/05/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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, each of BCI and Asia II may be deemed to beneficially own Common Shares held by Glory A. Each of BCI and Asia II disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(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, each of BCI and BCP X may be deemed to beneficially own Common Shares held by Glory B. Each of BCI and BCP X disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCI is the general partner of BCIP Associates IV, L.P. ("BCIP IV"). BCIP IV is the Class A shareholder of Glory Investments IV Limited ("Glory IV"). As a result, each of BCI and BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. Each of BCI and BCIP IV disclaim beneficial ownership to such securities except to the extent of its pecuniary interest therein.

(4) BCI is the general partner of BCIP Associates IV-B, L.P. ("BCIP IV-B"). BCIP IV-B is the Class A shareholder of Glory Investments IV-B Limited ("Glory IV-B"). As a result, each of BCI and BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. Each of BCI and BCIP IV-B disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5) Glory A, Glory B, Glory IV, Glory IV-B and Glory Investments TA IV Limited ("Glory TA IV") are party to an amended and restated shareholders agreement and an investor agreement, each dated October 25, 2012, pursuant to which Glory TA IV was appointed as representative of the investors named therein for matters relating to the voting and disposition of the Common Shares. BCI is the Class A shareholder of Glory TA IV. As a result, each of BCI and Glory TA IV may be deemed to beneficially own Common Shares held by Glory A, Glory B, Glory IV and Glory IV-B. Each of BCI and Glory TA IV disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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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