## Edgar Filing: Genpact LTD - Form 4

| Genpact LTD<br>Form 4<br>May 04, 2016<br><b>FORM</b><br>Check this<br>if no longe<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligations<br>may contin<br><i>See</i> Instruct<br>1(b).                               | <b>4</b> UNITED S   | STATES SECUE<br>Was<br>IENT OF CHAN<br>suant to Section 1<br>a) of the Public Ut<br>30(h) of the In | <b>Shington,</b><br><b>GES IN 1</b><br><b>SECUR</b><br>6(a) of the<br>tility Hold   | D.C. 209<br>BENEFI<br>ITIES<br>e Securiti<br>ling Com | 549<br>CIA<br>ies Ez<br>ipany | L OW<br>xchang<br>Act o  | <b>NERSHIP OF</b><br>ge Act of 1934,<br>f 1935 or Sectio  | OMB<br>Number:<br>Expires:<br>Estimated a<br>burden hou<br>response | irs per   |  |  |
|---|---|---|---|---|-------------------------------|--|---|---|---|--|--|
| 1. Name and Address of Reporting Person *       2         Morken CeCelia       Sy         (Last)       (First)       (Middle)       3.         (N       C/O GENPACT LLC, 1155       05         AVENUE OF THE AMERICAS,       05 |   |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>mbol<br>enpact LTD [G]<br>Date of Earliest Transaction<br>Month/Day/Year)<br>5/02/2016 |   |                               |  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br><u>X</u> Director<br>Officer (give title <u>10%</u> Owner<br>Director (specify<br>below) |   |   |  |  |
|   | 4TH FLOOR<br>(Street) 4. If Amendme<br>Filed(Month/Da<br>NEW YORK, NY 10036       |   |   |   | /Day/Year) Applical<br>_X_For |  |   |   | al or Joint/Group Filing(Check<br>Line)<br>led by One Reporting Person<br>ed by More than One Reporting |  |  |
| (City)  | (State)   | (Zip) Tabl  | e I - Non-D   | erivative S   | Securi                        | ties Ac  | quired, Disposed o  | f, or Beneficia   | lly Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 1.Title of2. Transaction Date2A. DeemedSecurity(Month/Day/Year)Execution Date, if |   | 3. 4. Securities<br>TransactionAcquired (A) or<br>Code Disposed of (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or                 |   |                               | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)  |   |   |  |  |
| Common<br>Shares  | 05/02/2016  |   | Code V<br>A   | Amount<br>6,405<br>(1)                                | (D)<br>A                      | Price<br>\$ 0  | 6,405   | D   |   |  |  |
| Common<br>Shares  | 05/02/2016  |   | А   | 4,270<br>(2)  | А                             | \$ 0   | 10,675  | 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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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | Date               | Amou<br>Unde<br>Secur | rlying                                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-----------------------|--|---|---|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |            |         |       |  |  |
|---|---------------|------------|---------|-------|--|--|
|   | Director      | 10% Owner  | Officer | Other |  |  |
| Morken CeCelia<br>C/O GENPACT LLC<br>1155 AVENUE OF THE AMERICAS, 4TH FLOOR<br>NEW YORK, NY 10036 | х             |            |         |       |  |  |
| Signatures  |               |            |         |       |  |  |
| /s/ Heather White, as Attorney-in-fact for CeCelia<br>Morken                                      |               | 05/04/2016 |         |       |  |  |
| **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).
- Represents an award of unvested restricted share units (RSUs) granted under the Genpact Limited 2007 Omnibus Incentive Compensation
  (1) Plan. Each RSU entitles the holder to receive one Genpact Limited common share at a future date. Subject to the reporting person's continued service, the RSUs will vest 50% on May 2, 2018 and 50% on May 2, 2020.

Represents an award of unvested restricted share units (RSUs) granted under the Genpact Limited 2007 Omnibus Incentive Compensation(2) Plan. Each RSU entitles the holder to receive one common share at a future date. Subject to the reporting person's continued service, the RSUs will fully vest on December 31, 2016 and will be settled in common shares on December 31, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.