

Mazhari Ahmed
 Form 3
 February 25, 2019

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Mazhari Ahmed</p> <p>(Last) (First) (Middle)</p> <p>C/O GENPACT LLC,Â 1155 AVENUE OF THE AMERICAS, 4TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/14/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Genpact LTD [G]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	188,237 ⁽¹⁾	D	Â

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	01/10/2016 ⁽²⁾	05/30/2023	Common Shares	80,000	\$ 19.35	D	Â
Employee Stock Option (Right to Buy)	01/10/2017 ⁽³⁾	04/27/2024	Common Shares	60,000	\$ 16.78	D	Â
Employee Stock Option (Right to Buy)	01/10/2019 ⁽⁴⁾	03/31/2026	Common Shares	70,000	\$ 27.65	D	Â
Employee Stock Option (Right to Buy)	01/10/2020 ⁽⁵⁾	03/29/2027	Common Shares	70,000	\$ 24.74	D	Â
Employee Stock Option (Right to Buy)	04/02/2021 ⁽⁶⁾	04/01/2028	Common Shares	70,000	\$ 31.5	D	Â
Employee Stock Option (Right to Buy)	01/10/2022 ⁽⁷⁾	01/09/2029	Common Shares	432,261	\$ 27.7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazhari Ahmed C/O GENPACT LLC 1155 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Heather White, as Attorney-in-fact for Ahmed Mazhari 02/25/2019

__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) Includes (i) 71,913 shares underlying performance share units (PSUs) granted on March 30, 2017 and (ii) 77,263 shares underlying PSUs granted on April 2, 2018, each of which were subject to performance conditions which have been satisfied. Each PSU represents the contingent right to receive one common share. The 2017 PSU grant will vest on January 10, 2020 and the 2018 PSU grant will vest on January 10, 2021, subject to the reporting person's continued service through such date.
- (2) The option vested 50% on January 10, 2016 and 50% on January 10, 2018.
- (3) The option vested 50% on January 10, 2017 and 50% on January 10, 2019.
- (4) The option vested 50% on January 10, 2019. The remaining 50% vests on January 10, 2021.
- (5) The option vests 50% on January 10, 2020 and 50% on January 10, 2022.
- (6) The option vests 50% on April 2, 2021 and 50% on April 2, 2023.
- (7) The options vests 50% on January 10, 2022 and 50% on January 10, 2024.

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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