

Genpact LTD
Form 4
May 05, 2016

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 *
GIC Private Ltd

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
168 ROBINSON ROAD
#37-01, CAPITAL TOWER

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2016

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
See Footnotes

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SINGAPORE, U0 068912

(City) (State) (Zip)

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, par value \$0.01 per share	02/10/2016		P		3,074	A	\$ 25.4
					10,396,651	I	
					(1) (2) (3) (4) (5) (6)	(1) (2) (3) (4) (5) (6)	
							See footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIC Private Ltd 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912				See Footnotes
Twickenham Investment Private Ltd 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912				See Footnotes
GIC Special Investments Pte Ltd 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912				See Footnotes

Signatures

/s/ Jimmy Teo, Jimmy Teo, Senior Vice President of GIC Private Limited	05/05/2016
__Signature of Reporting Person	Date
/s/ Lim Eng Kok, Lim Eng Kok, Senior Vice President of GIC Private Limited	05/05/2016
__Signature of Reporting Person	Date
/s/ Tay Lim Hock, Tay Lim Hock, Director of GIC Special Investments Pte. Ltd.	05/05/2016
__Signature of Reporting Person	Date
/s/ Matthew Lim, Matthew Lim, Director of Twickenham Investment Private Limited	05/05/2016
__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).

This report is filed jointly by GIC Private Limited (k/n/a Government of Singapore Investment Corporation Pte. Ltd.) ("GIC"), GIC

(1) Special Investments Pte. Ltd. ("GICSI") and Twickenham Investment Private Limited ("Twickenham", and together with GIC and GICSI, the "Reporting Persons").

On February 10, 2016, GIC acquired 3,074 Common Shares of the Issuer through open market purchases. GIC is the direct owner of 234,049 Common Shares of the Issuer and Twickenham is the direct owner of 10,162,602 Common Shares of the Issuer. Twickenham is controlled and managed by GICSI, which is in turn wholly-owned by GIC. GICSI and GIC may be deemed to share voting and dispositive power with respect to 10,162,602 directly owned by Twickenham. No individual has beneficial ownership over the Common Shares beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

(2) On October 25, 2012, (i) Twickenham, Glory Investments A Limited ("Glory A"), Glory Investments B Limited ("Glory B"), Glory Investments IV Limited ("Glory IV"), Glory Investments IV-B Limited ("Glory IV-B"), RGIP, LLC ("RGIP" and collectively with Glory A, Glory B, Glory IV, Glory IV-B and Twickenham, the "Genpact Investors"), Glory Investments TA IV Limited ("Glory TA") and the Issuer entered into an amended and restated shareholders agreement (the "Shareholders Agreement"), and (ii) the Genpact Investors and Glory TA entered into an investor agreement ("Investor Agreement").

Pursuant to the Investor Agreement, the Genpact Investors irrevocably appointed a single Investors' Representative (as defined in the Investor Agreement) as its sole and exclusive agent and proxy and true and lawful attorney-in-fact to take certain actions on behalf of each of the Genpact Investors relating to the voting and disposition of the Common Shares and the exercise of certain rights under the Shareholders Agreement, including, (i) voting and dispositive authority with respect to all Common Shares held directly or indirectly by the Genpact Investors,

(3) (Continued From Footnote 4) (ii) power to exercise registration rights under the Shareholders Agreement, (iii) the exclusive power to designate all individuals with respect to which the Genpact Investors may, by rights granted to them under the Shareholders Agreement, nominate to the Issuer's board of directors (including designation of such individuals' respective replacements), and (iv) power and authority to elect to subscribe for new equity securities of Genpact on behalf of the Genpact Investors in connection with the exercise of any pre-emptive rights of the Genpact Investors under the Shareholders Agreement.

As a result of the Shareholders Agreement and Investor Agreement, each of the Genpact Investors and Glory TA may be deemed to beneficially own the Common Shares held by Twickenham, Glory A, Glory B, Glory IV and Glory IV-B. Twickenham disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

MEMBER OF 10% OWNER GROUP(1)(2)(3)(4)(5)(6)

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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