

Genpact LTD
Form 3/A
August 08, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Oak Hill Capital Partners II (Cayman II), L.P.</p> <p>(Last) (First) (Middle)</p> <p>201 MAIN STREET, SUITE 2415</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2007</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 type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/01/2007</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>
--	---	---	---	---	---

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	6,563,932 ⁽¹⁾	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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.

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)
---	---	--	---	---	--

Edgar Filing: Genpact LTD - Form 3/A

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
------------------	-----------------	-------	----------------------------	----------	---------------------------------------

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oak Hill Capital Partners II (Cayman II), L.P.
201 MAIN STREET, SUITE 2415
FORT WORTH, TX 76102

^ ^ ^ See Remarks

Signatures

/s/ Kevin G. Levy, Authorized Signatory (2)

08/08/2007

__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) The reporting person owns shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), a holder of 118,597,405 shares common shares of Genpact Limited (the "Issuer"). The common shares of the Issuer reported on this Form 3 represents the number of common shares of the Issuer that the reporting person may be deemed to own based on its ownership interest in GICo.

^

Remarks:

(2) ^ Oak Hill Capital Partners II (Cayman II), L.P., By: OHCP GenPar II (Cayman), L.P., its general partner, By: OHCP MGP II (Cayman), Ltd. its general partner

The Reporting Person may be deemed a member of a Section 13(d) group that owns more than 10% of the Issuer. The Reporting Person disclaims such group membership, and this report shall not be deemed an admission that the Reporting Person is a member of a Section 13(d) group for purposes of Section 16 or for any other purpose.

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.