

Genpact LTD

Form 4

November 12, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOTT ROBERT G

(Last) (First) (Middle)

**C/O GENPACT LLC, 1155
AVENUE OF THE AMERICAS.
4TH FLOOR**

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Shares | 11/09/2015 | | M | V Amount (A) or (D) \$ 5.7351 (1) | 92,979 | D | |
| Common Shares | 11/09/2015 | | S | V Amount (A) or (D) \$ 24.8528 (2) | 82,979 | D | |
| Common Shares | 11/10/2015 | | M | V Amount (A) or (D) \$ 5.7351 (1) | 107,979 | D | |
| Common Shares | 11/10/2015 | | S | V Amount (A) or (D) \$ 25.07 (3) | 82,979 | D | |
| | 11/11/2015 | | M | V Amount (A) or (D) 117,979 | 117,979 | D | |

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| | | | | | | | |
|------------------|------------|---|--------|---|------------------|--------|---|
| Common Shares | | | | | \$ 5.7351 (1) | | |
| Common Shares | 11/11/2015 | S | 35,000 | D | \$ 25.62 (4) | 82,979 | 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.

SEC 1474
(9-02)

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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 5.7351 (1) | 11/09/2015 | | M | | 10,000 | | (5) 02/27/2016 | | Common Shares | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 5.7351 (1) | 11/10/2015 | | M | | 25,000 | | (5) 02/27/2016 | | Common Shares | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 5.7351 (1) | 11/11/2015 | | M | | 35,000 | | (5) 02/27/2016 | | Common Shares | 35,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCOTT ROBERT G
C/O GENPACT LLC

X

1155 AVENUE OF THE AMERICAS, 4TH FLOOR
NEW YORK, NY 10036

Signatures

/s/ Heather White, as Attorney-in-fact for Robert G.
Scott

11/12/2015

__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).

- (1) The exercise price reflects an adjustment that was made to preserve the value of the Reporting Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

The price in column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$24.850 to \$24.865. The

- (2) Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price in column 4 is a weighted average price \$25.07. The actual sale prices for these transactions ranged from \$25.00 to \$25.14. The

- (3) Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price in column 4 is a weighted average price \$25.62. The actual sale prices for these transactions ranged from \$25.27 to \$25.93. The

- (4) Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (5) The options vested 20% on April 20, 2007; and 5% vests on each subsequent quarter thereafter.

The number of derivative securities beneficially owned reflects an adjustment that was made to preserve the value of the Reporting

- (6) Person's outstanding stock options following the special cash dividend paid by Genpact Limited on September 24, 2012 to holders of record as of September 10, 2012.

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.