

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)

1. Name and Address of Reporting  
Person \*

Â Mazhari Ahmed  
(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
02/14/2019

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

5. 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

### 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 <sup>(1)</sup>

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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information contained in this form are not  
required to respond unless the form displays a  
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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 <sup>(2)</sup> | 05/30/2023      | Common Shares | 80,000                     | \$ 19.35 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 01/10/2017 <sup>(3)</sup> | 04/27/2024      | Common Shares | 60,000                     | \$ 16.78 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 01/10/2019 <sup>(4)</sup> | 03/31/2026      | Common Shares | 70,000                     | \$ 27.65 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 01/10/2020 <sup>(5)</sup> | 03/29/2027      | Common Shares | 70,000                     | \$ 24.74 | D                                     | Â |
| Employee Stock Option (Right to Buy) | 04/02/2021 <sup>(6)</sup> | 04/01/2028      | Common Shares | 70,000                     | \$ 31.5  | D                                     | Â |
| Employee Stock Option (Right to Buy) | 01/10/2022 <sup>(7)</sup> | 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<br>C/O GENPACT LLC<br>1155 AVENUE OF THE AMERICAS, 4TH FLOOR<br>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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