Genpact LTD Form 4 February 18, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \* Tyagarajan N. V.

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) Genpact LTD [G] 3. Date of Earliest Transaction

(Check all applicable)

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

(Month/Day/Year)

11/25/2015 below)

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify

President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of	` '	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	11/25/2015		G	30,000	D	\$ 0	338,607	D	
Common Shares	11/25/2015		G	30,000	A	\$0	30,000	I	By Trust
Common Shares	02/16/2016		S	10,000	D	\$ 25.3184 (2)	20,000	I	By Trust
Common Shares	02/18/2016		S	5,000	D	\$ 26.2132 (3)	15,000	I	By Trust

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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)	4. Transa Code (Instr.	ection 8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			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		

Tyagarajan N. V. C/O GENPACT LLC

1155 AVENUE OF THE AMERICAS, 4TH FLOOR

NEW YORK, NY 10036

X President and CEO

## **Signatures**

/s/ Heather White, as Attorney-in-fact for N.V.

Tyagarajan 02/18/2016

\*\*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).
- These shares are held in trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is one of (1) the trustees of the trust. The reporting person disclaims beneficial ownership of the reported securities held by the trust except to the extent of his pecuniary interest therein.
- The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$25.29 to \$25.38. 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 purchased at each price within the range.
- (3) The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$26.20 to \$26.245. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the

Reporting Owners 2

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number of shares purchased at each price within the range.

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.