

Genpact LTD
Form 3
November 05, 2012

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOVERNMENT OF SINGAPORE INVESTMENT CORP PTE LTD ET AL		(Month/Day/Year)	Genpact LTD [G]	
(Last)	(First)	(Middle)		
168 ROBINSON ROAD #37-01,Â CAPITAL TOWER			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
SINGAPORE,Â U0Â 068912			<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	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, PAR VALUE \$0.01 PER SHARE	10,162,602 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
COMMON SHARES, PAR VALUE \$0.01 PER SHARE	230,975 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	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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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOVERNMENT OF SINGAPORE INVESTMENT CORP PTE LTD ET AL 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912	Â	Â	Â	See Remarks
Twickenham Investment Private Ltd 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912	Â	Â	Â	See Remarks
GIC Special Investments Pte Ltd 168 ROBINSON ROAD #37-01 CAPITAL TOWER SINGAPORE, U0 068912	Â	Â	Â	See Remarks

Signatures

/s/ Lim Eng Kok, Name: Lim Eng Kok	11/05/2012
__Signature of Reporting Person	Date
/s/ Celine Loh, Name: Celine Loh	11/05/2012
__Signature of Reporting Person	Date
/s/ Tay Lim Hock, Name: Tay Lim Hock	11/05/2012
__Signature of Reporting Person	Date
/s/ Kunnasagaran Chinniah, Name: Kunnasagaran Chinniah	11/05/2012
__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) On October 25, 2012, Twickenham Investment Private Limited ("Twickenham") entered into an assignment agreement (the "Assignment Agreement") with 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") and RGIP, LLC ("RGIP" and collectively with Glory A, Glory B, Glory IV, Glory IV-B and Twickenham, the "Genpact Investors") pursuant to which Glory A assigned to each of the other Genpact Investors a portion of Glory A's right to purchase Common Shares from certain affiliates of General Atlantic LLC (the "GA Sellers") and certain affiliates of Oak Hill Capital Partners (the "OH Sellers") (the GA Sellers and the OH Sellers together, the "Sellers") under a share

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purchase agreement, dated as of August 1, 2012 (the "Share Purchase Agreement"), by and among Glory A (then known as South Asia Private Investments) and the Sellers. (Continued in footnote 2)

Under the Assignment Agreement, Glory B, Glory IV, Glory IV-B, RGIP, and Twickenham each respectively received the right to purchase 39,508,656, 1,865,184, 140,446, 50,812, and 10,162,602 Common Shares from the Sellers under the Share Purchase Agreement, and Glory A retained the right to purchase 16,022,978 Common Shares from the Sellers under the Share Purchase Agreement. The transactions contemplated under the Assignment Agreement and the Share Purchase Agreement closed on October 25, 2012.

- (2) Contemporaneously with the execution of the Assignment Agreement and the closing of the transactions contemplated under the Assignment Agreement and the Share Purchase Agreement, each of 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 each of the Genpact Investors and Glory TA entered into an investor agreement ("Investor Agreement"). (Continued in footnote 3)

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

- (3) Shareholders Agreement, including, (i) voting and dispositive authority with respect to all Common Shares held directly or indirectly by the Genpact Investors, (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 (Continued in footnote 4)

(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

- (4) Agreement and the 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.

This report is filed jointly by Government of Singapore Investment Corporation Pte. Ltd., GIC Special Investments Pte. Ltd. and Twickenham (the "Reporting Persons"). 230,975 Common Shares are registered in the name of the Government of Singapore Investment Corporation Pte. Ltd. and 10,162,602 Common Shares are registered in the name of Twickenham. Twickenham is controlled and

- (5) managed by GIC Special Investments Pte. Ltd., which is in turn wholly-owned by Government of Singapore Investment Corporation Pte. Ltd. GIC and GICSI may be deemed to share voting and dispositive power with respect to 10,162,602 Common Shares beneficially 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.

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Remarks:

MEMBERÂ OFÂ 10%Â OWNERÂ GROUP(1)(2)(3)(4)(5)

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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