

Genpact LTD
Form SC 13D/A
August 18, 2017

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

SCHEDULE 13D
UNDER SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Genpact Limited

(Name of Issuer)

Common Shares, \$0.01 par value per share

(Title of Class of Securities)

G3922B107

(CUSIP Number)

Glory Investments B Limited

Suite 110, 10th Floor

Ebene Heights Building

34 Ebene Cybercity

Ebene, Mauritius

GIC Private Limited

168, Robinson Road

#37-01, Capital Tower

Singapore 068912

+65 6889 8888

(230) 468 1320

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 18, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule §240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments A Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0651998
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 13,656,210¹
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
 10 SHARED DISPOSITIVE POWER

11 13,656,210¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 13,656,210¹
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 7.08%²
TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the U.S. Securities and Exchange Commission (SEC) on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0652001
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 57,750,678¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

57,750,678¹
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,750,678¹
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.9%²
14 TYPE OF REPORTING PERSON

CO

1 Includes (i) 13,656,210 Common Shares held by Glory Investments A Limited, (ii) 33,672,802 Common Shares held by Glory Investments B Limited, (iii) 1,589,676 Common Shares held by Glory Investments IV Limited, (iv) 119,702 Common Shares held by Glory Investments IV-B Limited, (v) 50,812 Common Shares held by RGIP, LP and (vi) 8,661,476 Common Shares held by Twickenham Investment Private Limited.

2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-1067044
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 1,589,676¹
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
 10 SHARED DISPOSITIVE POWER

11 1,589,676¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,589,676¹
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.82%²
TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV-B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 39-2079858
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 119,702¹
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
 10 SHARED DISPOSITIVE POWER

119,702¹
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,702¹
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.06%²
14 TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by any other Reporting Person.
2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: RGIP, LP

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: 04-3328326
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 50,812¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

50,812¹
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,812¹
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%²
14 TYPE OF REPORTING PERSON

PN

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Private Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 8,892,451¹
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
 10 SHARED DISPOSITIVE POWER

8,892,451¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,892,451¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.61%²

14 TYPE OF REPORTING PERSON

CO

- 1 Includes 230,975 Common Shares registered in the name of GIC Private Limited and 8,661,476 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities (as defined below) or RGIP (as defined below).
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Special Investments Pte. Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 8,661,476¹
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
 10 SHARED DISPOSITIVE POWER

8,661,476¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,661,476¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%²

14 TYPE OF REPORTING PERSON

CO

- 1 Includes 8,661,476 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities or RGIP.
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Twickenham Investment Private Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

8,661,476¹

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

8,661,476¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,661,476¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%²

14 TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by the Glory Entities or RGIP.
- 2 Percentage calculated based on 192,903,452 Common Shares outstanding as of July 28, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on August 16, 2017.

This Amendment No. 1 to Schedule 13D relates to common shares, par value \$0.01 per share (the Common Shares) of the Issuer and amends the initial statement on Schedule 13D filed jointly by each of Glory Investments A Limited, a Mauritius public company limited by shares (Glory A), Glory Investments B Limited, a Mauritius public company limited by shares (Glory B), Glory Investments IV Limited, a Mauritius private company limited by shares (Glory IV), Glory Investments IV-B Limited, a Mauritius private company limited by shares (Glory IV-B), RGIP, LP, a Delaware limited partnership (RGIP), GIC Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore (GIC), GIC Special Investments Pte. Ltd., a private company limited by shares organized under the laws of the Republic of Singapore (GICSI), and Twickenham Investment Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore (Twickenham), (each a Reporting Person and, collectively, the Reporting Persons) relating to the Common Shares (the Initial Statement and, together with this Amendment No. 1, the Schedule 13D). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. Glory A, Glory B, Glory IV and Glory IV-B are collectively referred to herein as the Glory Entities .