

Genpact LTD
Form 4
August 03, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GE Capital (Mauritius) Holdings Ltd

(Last) (First) (Middle)

LES CASCADES
BUILDING, EDITH CAVELL
STREET

(Street)

PORT LOUIS, O4 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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, \$0.01 par value per share | | | | (A) Amount Price | 19,022 | D ⁽¹⁾ | |
| Common Shares, \$0.01 par value per share | 08/01/2007 | | S ⁽²⁾ | 5,882,353 D \$ 13.23 | 47,928,342 | D ⁽³⁾ | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GE Capital (Mauritius) Holdings Ltd LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000 | | X | | |
| GE Capital International (Mauritius) LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000 | | X | | |
| GE Indian Services Holding Private LTD AIFACS BUILDING 1 RAFI MARG NEW DELHI, K7 110001 | | X | | |
| GE India Ventures LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| General Electric Capital Services Indian Investments LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| | | X | | |

GENERAL ELECTRIC CAPITAL CORP
260 LONG RIDGE ROAD
STAMFORD, CT 06927

GENERAL ELECTRIC CAPITAL SERVICES INC/CT
260 LONG RIDGE RD X
STAMFORD, CT 06927

GENERAL ELECTRIC CO
3135 EASTON TURNPIKE X
W3M
FAIRFIELD, CT 06828

Signatures

/s/ Bryant B. Cohen, 08/03/2007
Attorney-in-Fact

__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) Directly owned by GE Capital International (Mauritius) ("International"). Indirectly owned by GE Indian Services Holding Private Limited ("Indian Holding"), GE India Ventures LLC ("India Ventures"), General Electric Capital Services Indian Investments LLC ("Indian Investments"), General Electric Capital Corporation ("GECC"), General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE"). International is a subsidiary of Indian Holding, which is a subsidiary of India Ventures, which is a subsidiary of Indian Investments, which is a subsidiary of GECC, which is a subsidiary of GECS, which is a subsidiary of GE. Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by International, except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.
 - (2) Sale by GE Capital (Mauritius) Holdings Ltd. ("Holdings").
 - (3) Directly owned by Holdings. Indirectly owned by International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE. Holdings is owned by GECC and International. International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by Holdings, except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.

Remarks:

Exhibits 24 and 99.1, incorporated by reference herein.

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.