DENNING STEVEN A
Form 4
March 26, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNING STEVEN A

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/24/2010		S		8,630,000 (1) (2)	D	$ 15	44,786,349	I	See Footnotes (1) (2)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
DENNING STEVEN A C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		

Signatures

/s/ Steven A. Denning	03/26/2010
**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) Certain investment funds affiliated with General Atlantic LLC ("General Atlantic") own shares of Genpact Investment Co. (Bermuda) Limited ("GICo"), which sold 17,260,000 common shares of Genpact Limited (the "Issuer"). The 8,630,000 common shares of the Issuer shown on Table I represent 6,139,209 shares by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 1,836,982 shares by GAP-W International, L.P. ("GAP-W"), 107,875 shares by GapStar, LLC ("GapStar"), 425,891 shares by GAP Coinvestments III, LLC ("Coinvestments III"), 111,068 shares by GAP Coinvestments IV, LLC ("Coinvestments IV") and 8,975 shares by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic is the sole member of GapStar.

(2) GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of General Atlantic GenPar (Bermuda) L.P. ("GenPar"). GenPar is the general partner of Bermuda LP and GAP-W. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV, the members and directors of GapStar and the directors of GAP Bermuda. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Denning is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Denning disclaims beneficial ownership of such common shares beneficially owned by the other persons referred to above except to the extent of his pecuniary interest therein.

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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