Genpact LTD Form 4 April 19, 2016

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>\*</u> Guaglianone Victor

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Genpact LTD [G]

C/O GENPACT LLC, 1155

(Street)

(State)

(First)

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

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

(Check all applicable)

AVENUE OF THE AMERICAS, 4TH FLOOR

4. If Amendment, Date Original

SVP & General Counsel

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

04/15/2016

Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting

(Zip)

(Middle)

Person

below)

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(511)	(State)	Table 1 - 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) our Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	04/15/2016		M	10,000	A	\$ 9.3018	41,420	D	
Common Shares	04/15/2016		S	10,000	D	\$ 27.7984 (1)	31,420	D	
Common Shares	04/18/2016		A	23,514 (2)	A	\$ 0	54,934	D	

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 (9-02)

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required to respond unless the form displays a currently valid OMB control number.

## 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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.3018	04/15/2016		M	10,000	(3)	01/26/2017	Common Shares	10,000

#### **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Guaglianone Victor C/O GENPACT LLC 1155 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036

**SVP & General Counsel** 

### **Signatures**

/s/ Heather White, as Attorney-in-fact for Victor Guaglianone

04/19/2016

\*\*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).
- The price in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$27.53 to \$27.915. The (1) 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 sold at each price within the range.
- The reporting person was granted performance share units (PSUs) on March 9, 2015 that were subject to performance conditions which have been satisfied. Each PSU represents the contingent right to receive one common share. The PSUs will vest on January 10, 2018 subject to the reporting person's continued service through such date.
- (3) The option vested 20% on each anniversary of January 16, 2007, the vesting period commencement date.

Reporting Owners 2

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#### **Remarks:**

The transactions reported on this Form 4 were executed pursuant to a Rule 10b51 trading plan adopted by the reporting person

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.