White Heather Form 3 April 13, 2018

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 *

Â White Heather

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/05/2018

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Genpact LTD [G]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

SVP & General Counsel

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O GENPACT LLC. 1155 AVENUE OF THE AMERICAS, 4TH FLOOR

(Street)

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

NEW YORK. NYÂ 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: Direct (D) or Indirect (Instr. 5)

(I) (Instr. 5)

Common Shares

33,254 (1)

Â D

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)

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. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/01/2011(2)	03/11/2020	Common Shares	4,307	\$ 14.3235	D	Â
Employee Stock Option (Right to Buy)	04/02/2021(3)	04/01/2028	Common Shares	25,000	\$ 31.5	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
4	Director	10% Owner	Officer	Other		
White Heather C/O GENPACT LLC 1155 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10036	Â	Â	SVP & General Counsel	Â		

Signatures

/s/ Heather
White

_**Signature of Reporting Person

O4/13/2018

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).
- Includes 16,437 performance share units (PSUs) granted on May 9, 2017 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, 2020 subject to the reporting person's continued service through such date.
- (2) The option vested 25% on February 1, 2011 and each anniversary thereof.
- (3) The option vests 50% on April 2, 2021 and 50% on April 2, 2023.

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.

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