

Genpact LTD  
Form 8-K  
February 02, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): January 27, 2015**

**GENPACT LIMITED**  
**(Exact Name of Registrant as Specified in Charter)**

**Bermuda**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-33626**  
**(Commission**

**File Number)**  
**Canon s Court, 22 Victoria Street**

**98-0533350**  
**(IRS Employer**

**Identification No.)**

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**Hamilton HM 12, Bermuda**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (441) 295-2244**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 27, 2015, Genpact Limited ( Genpact ), and its indirect, wholly-owned subsidiaries Headstrong Consulting (Singapore) Pte. Ltd., a limited liability corporation incorporated under the laws of Singapore ( Headstrong Singapore ), and Genpact Global Holdings (Bermuda) Limited, an exempted limited liability company organized under the laws of Bermuda ( Genpact Bermuda and, together with Headstrong Singapore, the Borrowers ), entered into a credit agreement (the Credit Agreement ) as borrowers with Morgan Stanley Senior Funding, Inc., as lender. The Credit Agreement provides for new credit facilities in an aggregate amount of \$672.5 million, consisting of a \$660 million term loan facility with Headstrong Singapore and a \$12.5 million term loan facility with Genpact Bermuda. Each of the facilities was repaid on January 30, 2015.

Borrowings under the Credit Agreement (together with currently expected additional borrowings to be made on substantially similar terms under a separate credit agreement with Morgan Stanley Senior Funding, Inc., including with respect to interest rate and maturity) are being used in connection with the consummation of certain internal reorganization transactions.

Borrowings under the Credit Agreement bore interest at a rate equal to 2.00% per annum.

The Credit Agreement was guaranteed by Genpact and certain of its subsidiaries. The obligations under the Credit Agreement were secured by the proceeds of the loans held by Genpact and certain of its subsidiaries.

The foregoing description of the Credit Agreement is qualified in its entirety by the full text of the Credit Agreement, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The foregoing description includes forward-looking statements and information that involves risks, uncertainties and assumptions, including but not limited to those listed under Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, and in our Annual Report on Form 10-K for the year ended December 31, 2013.

**Item 2.03. Creation of a Direct Financial Obligation or Obligations under an Off Balance Sheet Arrangement of a Registrant.**

The disclosure required by this item is included in Item 1.01 of this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Credit Agreement among Genpact Limited, Headstrong Consulting (Singapore) Pte. Ltd., Genpact Global Holdings (Bermuda) Limited and Morgan Stanley Senior Funding, Inc., as lender, dated as of January 27, 2015.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENPACT LIMITED

/s/ Heather D. White

Name: Heather D. White

Title: Senior Vice President

Dated: January 30, 2015

**EXHIBIT INDEX**

Each of the following exhibits is being filed electronically with this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Credit Agreement among Genpact Limited, Headstrong Consulting (Singapore) Pte. Ltd., Genpact Global Holdings (Bermuda) Limited and Morgan Stanley Senior Funding, Inc., as lender, dated as of January 27, 2015.