

NUNNELLY MARK E

Form 3

November 05, 2012

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 *

NUNNELLY MARK E

(Last) (First) (Middle)

C/O BAIN CAPITAL
INVESTORS, LLC, JOHN
HANCOCK TOWER, 200
CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/25/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Shares, par value \$0.01 per share 57,537,264

I See Footnotes (1) (2) (3) (4) (5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NUNNELLY MARK E
C/O BAIN CAPITAL INVESTORS, LLC
JOHN HANCOCK TOWER, 200 CLARENDON STREET
BOSTON, MA 02116

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Signatures

/s/ Mark E.
Nunnelly

11/05/2012

Signature of
Reporting Person

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).

Mr. Mark Nunnelly is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the general partner of Bain Capital Partners

(1) Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"), which holds 16,022,978 Common Shares.

(2) BCI is also the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited ("Glory B"), which holds 39,508,656 Common Shares.

(3) BCI is also the general partner of BCIP Associates IV, L.P. ("BCIP IV"). BCIP IV is the Class A shareholder of Glory Investments IV Limited ("Glory IV"), which holds 1,865,184 Common Shares.

BCI is also the general partner of BCIP Associates IV-B, L.P. ("BCIP IV-B"). BCIP IV-B is the Class A shareholder of Glory

(4) Investments IV-B Limited ("Glory IV-B", and together with Glory A, Glory B and Glory IV, the "Bain Entities"), which holds 140,446 Common Shares.

By virtue of these relationships described in the foregoing footnotes, Mr. Nunnelly may be deemed to beneficially own Common Shares

(5) held by the Bain Entities. Mr. Nunnelly disclaims beneficial ownership of such securities 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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