

Genpact LTD
Form 4
August 03, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GE Capital (Mauritius) Holdings Ltd

(Last) (First) (Middle)

LES CASCADES
BUILDING, EDITH CAVELL
STREET

(Street)

PORT LOUIS, 04 00000

(City) (State) (Zip)

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

Genpact LTD [G]

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

08/01/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Shares, \$0.01 par value per share				(A) or (D)	Price		
			Code V	Amount			
Common Shares, \$0.01 par value per share	08/01/2007		S ⁽²⁾	5,882,353	D	\$ 13.23	47,928,342 D ⁽³⁾
						19,022	D ⁽¹⁾

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

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SEC 1474
(9-02)

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 Own Follo Repor 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
GE Capital (Mauritius) Holdings Ltd LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000	X
GE Capital International (Mauritius) LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000	X
GE Indian Services Holding Private LTD AIFACS BUILDING 1 RAFI MARG NEW DELHI, K7 110001	X
GE India Ventures LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927	X
General Electric Capital Services Indian Investments LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927	X
	X

GENERAL ELECTRIC CAPITAL CORP
260 LONG RIDGE ROAD
STAMFORD, CT 06927

GENERAL ELECTRIC CAPITAL SERVICES INC/CT
260 LONG RIDGE RD
STAMFORD, CT 06927

X

GENERAL ELECTRIC CO
3135 EASTON TURNPIKE
W3M
FAIRFIELD, CT 06828

X

Signatures

/s/ Bryant B. Cohen,
Attorney-in-Fact

08/03/2007

__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) Directly owned by GE Capital International (Mauritius) ("International"). Indirectly owned by GE Indian Services Holding Private Limited ("Indian Holding"), GE India Ventures LLC ("India Ventures"), General Electric Capital Services Indian Investments LLC ("Indian Investments"), General Electric Capital Corporation ("GECC"), General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE"). International is a subsidiary of Indian Holding, which is a subsidiary of India Ventures, which is a subsidiary of Indian Investments, which is a subsidiary of GECC, which is a subsidiary of GECS, which is a subsidiary of GE. Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by International, except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.
- (2) Sale by GE Capital (Mauritius) Holdings Ltd. ("Holdings").
- (3) Directly owned by Holdings. Indirectly owned by International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE. Holdings is owned by GECC and International. International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by Holdings, except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.

Remarks:

Exhibits 24 and 99.1, incorporated by reference herein.

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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