

GIC Private Ltd
 Form 4
 February 19, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GIC Private Ltd

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Footnotes

168 ROBINSON ROAD
 #37-01, CAPITAL TOWER

(Street)

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

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

SINGAPORE, U0 068912

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Shares, par value \$0.01 per share	02/15/2019		S	V 1,499,806 D	\$ 5,892,839 32.215	I (1) (2) (3) (4) (5) (6) (7)	See footnotes (1) (2) (3) (4) (5) (6) (7)

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

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SEC 1474
 (9-02)

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) This report is filed jointly by GIC Private Limited ("GIC"), GIC Special Investments Pte. Ltd. ("GICSI") and Twickenham Investment Private Limited ("Twickenham", and together with GIC and GICSI, the "Reporting Persons").

(2) On February 12, 2019, Twickenham entered into an underwriting agreement (the "Underwriting Agreement") with the Issuer, Goldman Sachs & Co. LLC (the "Underwriter") and various other selling shareholders named therein, pursuant to which the Underwriter agreed to purchase an aggregate of 1,499,806 common shares of the Issuer from Twickenham at a price of \$32.215 per share. This transaction closed on February 15, 2019.

(3) GIC is the direct owner of 230,975 common shares of the Issuer and Twickenham is the direct owner of 5,661,864 common shares of the Issuer. Twickenham is controlled and managed by GICSI, which is in turn wholly-owned by GIC. GICSI and GIC may be deemed to share voting and dispositive power with respect to the 5,661,864 common shares of the Issuer directly owned by Twickenham. No individual has beneficial ownership over the common shares of the Issuer beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

(4) On October 25, 2012, (i) Twickenham, Glory Investments A Limited ("Glory A"), Glory Investments B Limited ("Glory B"), Glory Investments IV Limited ("Glory IV"), Glory Investments IV-B Limited ("GloryIV-B"), RGIP, LLC ("RGIP" and collectively with Glory A, Glory B, Glory IV, Glory IV-B and Twickenham, the "Genpact Investors"), Glory Investments TA IV Limited ("Glory TA") and the Issuer entered into an amended and restated shareholders agreement (the "Shareholders Agreement"), and (ii) the Genpact Investors and Glory TA entered into an investor agreement ("Investor Agreement").

(5) Pursuant to the Investor Agreement, the Genpact Investors irrevocably appointed a single Investors' Representative (as defined in the Investor Agreement) as its sole and exclusive agent and proxy and true and lawful attorney-in-fact to take certain actions on behalf of each of the Genpact Investors relating to the voting and disposition of the Common Shares and the exercise of certain rights under the Shareholders Agreement, including, (i) voting and dispositive authority with respect to all Common Shares held directly or indirectly by the Genpact Investors, (ii) power to exercise registration rights under the Shareholders Agreement, (iii) the exclusive power to designate all individuals with respect to which the Genpact Investors may, by rights granted to them under the Shareholders Agreement, nominate to the Issuer's board of directors (including designation of such individuals' respective replacements), and

(6) (Continued From Footnote 5) (iv) power and authority to elect to subscribe for new equity securities of Genpact on behalf of the Genpact Investors in connection with the exercise of any pre-emptive rights of the Genpact Investors under the Shareholders Agreement.

(7) As a result of the Shareholders Agreement and Investor Agreement, each of the Genpact Investors and Glory TA may be deemed to beneficially own the Common Shares held by Twickenham, Glory A, Glory B, Glory IV and Glory IV-B. Twickenham disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

MEMBER OF 10% OWNER GROUP (1)(2)(3)(4)(5)(6)(7)

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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