Genpact LTD Form 3/A June 06, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 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 *

Talwar Anju

(Last) (First)

(Middle)

Statement

(Month/Day/Year)

08/01/2007

C/O GENPACT U.S.

HOLDINGS, INC., Â 1251

AVENUE OF THE AMERICAS

(Street)

2. Date of Event Requiring 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)

08/01/2007

(Check all applicable)

Director

10% Owner

_X__ Officer Other (give title below) (specify below)

Senior Vice President

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 10020

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

Common Shares

2. Amount of Securities Beneficially Owned

(Instr. 4)

7,931 (1)

3. Ownership 4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect

(I) (Instr. 5)

I (1)

Through Genpact Management

Investors, LLC

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**

Ownership Conversion or Exercise Form of

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

1

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Date Exercisable	Expiration Date	(Instr. 4) 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
Talwar Anju C/O GENPACT U.S. HOLDINGS, INC. 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	Â	Â	Senior Vice President	Â

Signatures

/s/ Heather White, as Attorney in fact for Anju
Talwar

06/06/2008

**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).
- (1) The initial Form 3 incorrectly reported direct beneficial ownership by the Reporting Person of 8,785 common shares.

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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