

Genpact LTD  
Form 3/A  
August 08, 2007

**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 * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â OHCP GenPar II (Cayman), L.P.           |         |          | (Month/Day/Year)  | Genpact LTD [G]                                    |   |
| (Last)                                    | (First) | (Middle) | 08/01/2007  |  |   |
| 201 MAIN STREET, SUITE 2415,Â             |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          | (Check all applicable)  |  | 08/01/2007  |
| FORT WORTH,Â TXÂ 76102                    |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below)    (specify below)<br>See Notes (1) and (2) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |   |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)                        |
|------------------------------------|--|---|---|
| Common Shares                      | 37,462,181   | I   | By Oak Hill Capital Partners II (Cayman), L.P. <u>(1)</u> <u>(2)</u>            |
| Common Shares                      | 1,374,457  | I   | By Oak Hill Capital Management Partners II (Cayman), L.P. <u>(1)</u> <u>(2)</u> |
| Common Shares                      | 6,563,932  | I   | By Oak Hill Capital Partners II (Cayman II), L.P. <u>(1)</u> <u>(2)</u>         |

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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                       |
|--|---------------|-----------|---------|-----------------------|
|  | Director      | 10% Owner | Officer | Other                 |
| OHCP GenPar II (Cayman), L.P.<br>201 MAIN STREET, SUITE 2415<br>FORT WORTH, TX 76102         | ^             | ^ X       | ^       | See Notes (1) and (2) |
| OHCP MGP PARTNERS II (CAYMAN), LTD.<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102 | ^             | ^ X       | ^       | See Notes (1) and (2) |
| OHCP MGP II (Cayman), Ltd.<br>201 MAIN STREET, SUITE 2415<br>FORT WORTH, TX 76102            | ^             | ^ X       | ^       | See Notes (1) and (2) |
| OHCP SLP II (CAYMAN), LTD.<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102          | ^             | ^ X       | ^       | See Notes (1) and (2) |

## Signatures

|  |            |
|--|------------|
| /s/ Kevin G. Levy, Authorized<br>Signatory (3) | 08/08/2007 |
| **Signature of Reporting Person                | Date       |
| /s/ Kevin G. Levy, Authorized<br>Signatory (3) | 08/08/2007 |
| **Signature of Reporting Person                | Date       |
| /s/ Kevin G. Levy, Authorized<br>Signatory (3) | 08/08/2007 |
| **Signature of Reporting Person                | Date       |
| /s/ Kevin G. Levy, Authorized<br>Signatory (4) | 08/08/2007 |
| **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).  

OHCP GenPar II (Cayman), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners II (Cayman), L.P. ("OHCP"), Oak Hill Capital Management Partners II (Cayman), L.P. ("OHCMP") and Oak Hill Capital Partners II (Cayman II), L.P. ("Cayman II"). OHCP
- (1) MGP Partners II (Cayman), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP II (Cayman), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP II (Cayman), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP, OHCMP and Cayman II.
- Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP are deemed to be beneficial owners of the securities owned by OHCP, OHCMP and Cayman II only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP, OHCMP and Cayman II. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities beneficially owned by OHCP, OHCMP or Cayman II in excess of such amount.

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### Remarks:

(3) Â Â By Â OHCP Â MGP, Â on Â its Â behalf Â and Â separately Â as Â general Â partner Â of Â MGP Â Parntners Â and Â on Â Â partner Â of Â GenPar.

(4) Â Â By Â SLP.

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.