

BAIN CAPITAL INVESTORS LLC
 Form 4
 August 22, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BAIN CAPITAL INVESTORS LLC

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)
 200 CLARENDON STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/18/2017

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

BOSTON, MA 02116
 (City) (State) (Zip)

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

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 | 08/18/2017 | | S | 8,498,874 | \$ 28.72 | 49,038,390 | I |
| | | | | | | | See footnotes (1) (2) (3) (4) (5) |

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Partners Asia II, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Partners X, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates IV, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates IV-B, L.P. 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments A Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments B Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments IV Ltd 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Glory Investments IV-B Ltd 200 CLARENDON STREET | | X | | |

BOSTON, MA 02116

Signatures

| | |
|---|------------|
| BAIN CAPITAL INVESTORS, LLC, /s/ David Humphrey, Managing Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL PARTNERS ASIA II, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner /s/ David Humphrey, Managing Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| BAIN CAPITAL PARTNERS X, L.P., BY: BAIN CAPITAL INVESTORS, LLC, its general partner /s/ David Humphrey, Managing Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| BCIP ASSOCIATES IV, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner /s/ David Humphrey, Authorized Signatory | 08/22/2017 |
| __Signature of Reporting Person | Date |
| BCIP ASSOCIATES IV-B, L.P., BY: BOYLSTON COINVESTORS, LLC, its general partner /s/ David Humphrey, Authorized Signatory | 08/22/2017 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS A LIMITED, /s/ James Hildebrandt, Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS B LIMITED, /s/ James Hildebrandt, Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS IV LIMITED, /s/ James Hildebrandt, Director | 08/22/2017 |
| __Signature of Reporting Person | Date |
| GLORY INVESTMENTS IV-B LIMITED, /s/ James Hildebrandt, Director | 08/22/2017 |
| __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) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, Asia II may be deemed to beneficially own Common Shares held by Glory A. Asia II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 18, 2017, Glory A sold 2,366,768 Common Shares. Following such sale, Glory A held 13,656,210 Common Shares.

(2) BCI is 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"). As a result, BCP X may be deemed to beneficially own Common Shares held by Glory B. BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 18, 2017, Glory B sold 5,835,854 Common Shares. Following such sale, Glory B held 33,672,802 Common Shares.

(3) On August 18, 2017, Glory Investments IV Limited ("Glory IV"), whose Class A shareholder is BCIP Associates IV, L.P. ("BCIP IV"), whose general partner is Boylston Coinvestors, LLC ("Boylston"), sold 275,508 Common Shares. Following such sale, Glory IV held 1,589,676 Common Shares. BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. BCIP IV disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) On August 18, 2017, Glory Investments IV-B Limited ("Glory IV-B" and together with Glory A, Glory B and Glory IV, the "Glory Entities"), whose Class A shareholder is BCIP Associates IV-B, L.P. ("BCIP IV-B"), whose general partner is Boylston, sold 20,744 shares of Common Stock. Following such sale, Glory IV-B held 119,702 Common Shares. BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. BCIP IV-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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- (5) The governance, investment strategy and decision-making process with respect to investments held by the Glory Entities is directed by the Global Private Equity Board of BCI. By virtue of the relationships described in these footnotes, BCI may be deemed to share voting and dispositive power with respect to the Common Shares held by the Glory Entities. BCI disclaims beneficial ownership of such securities except to the extent of its 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. 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.