

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 and Ticker or Trading Symbol
Â Oak Hill Capital Management Partners II (Cayman), L.P.			(Month/Day/Year)	Genpact LTD [G]
(Last)	(First)	(Middle)		
201 MAIN STREET, SUITE 2415				
(Street)				
FORT WORTH,Â TXÂ 76102				
(City)	(State)	(Zip)		

4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Check all applicable)	08/01/2007
☐ Director ☐ 10% Owner ☐ Officer ☒ Other (give title below) (specify below) See Remarks	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	1,374,457 ⁽¹⁾	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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.

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oak Hill Capital Management Partners II (Cayman), L.P. 201 MAIN STREET, SUITE 2415 FORT WORTH, TX 76102	^	^	^	See Remarks

Signatures

/s/ Kevin G. Levy, Authorized Signatory (2)	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).
The reporting person owns shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), a holder of 118,597,405 shares common
(1) shares of Genpact Limited (the "Issuer"). The common shares of the Issuer reported on this Form 3 represents the number of common
shares of the Issuer that the reporting person may be deemed to own based on its ownership interest in GICo.

^
Remarks:
(2) ^ ^ Oak ^ Hill ^ Capital ^ Management ^ Partners ^ II ^ (Cayman), ^ L.P., ^ By: ^ OHCP ^ GenPar ^ II ^ (Cayman), ^ L.P.
^ MGP ^ Partners ^ II ^ (Cayman), ^ L.P., ^ its ^ general ^ partner, ^ By: ^ OHCP ^ MGP ^ II ^ (Cayman), ^ Ltd. ^ its ^ gene

The ^ Reporting ^ Person ^ may ^ be ^ deemed ^ a ^ member ^ of ^ a ^ Section ^ 13(d) ^ group ^ that ^ owns ^ more ^ than ^
^ The ^ Reporting ^ Person ^ disclaims ^ such ^ group ^ membership, ^ and ^ this ^ report ^ shall ^ not ^ be ^ deemed ^ an ^ :
^ person ^ is ^ a ^ member ^ of ^ Section ^ 13(d) ^ group ^ for ^ purposes ^ of ^ Section ^ 16 ^ or ^ for ^ any ^ other ^ purpos

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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