

Genpact LTD  
Form SC 13G/A  
February 13, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 4)\*

**Genpact Ltd.** (Name of Issuer)

(Title of Class of Securities)

**G3922B107** (CUSIP Number)

**December 31, 2014** (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b) ☐ Rule 13d-1(c) ☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Advisory  
Incorporated ("BA, Inc.") I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON (ENTITIES ONLY)  
52-2112409

2 CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
BA, Inc. is a Maryland Corporation

NUMBER OF 5 SOLE VOTING POWER 16,130,775  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 419,436  
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 0  
PERSON WITH

8 SHARED DISPOSITIVE POWER 21,690,005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
21,690,005

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.01%

12 TYPE OF REPORTING PERSON HC (Holding Company)

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Advisory, LLC ("BA, LLC") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0680642

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
BA, LLC is a Maryland Company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER 15,718,572

6 SHARED VOTING POWER 419,436

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 21,277,802

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
21,277,802

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.82%

12 TYPE OF REPORTING PERSON IA (Investment Adviser)

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Investment Advisory & Trust Company ("BIATC") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
52-1811121

2

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION BIATC is a Maryland  
Company

NUMBER OF 5 SOLE VOTING POWER 412,203  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0

REPORTING

PERSON WITH

8 SHARED DISPOSITIVE POWER 412,203  
9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
412,203

10 CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9) 0.19%

12 TYPE OF REPORTING PERSON BK (Bank)

CUSIP No.: G3922B107

ITEM 1(a). NAME OF  
ISSUER:

Genpact Ltd.

ITEM 1(b). ADDRESS OF  
ISSUER'S  
PRINCIPAL  
EXECUTIVE  
OFFICES:

CANON'S COURT 22  
VICTORIA STREET  
HAMILTON D0 HM122

ITEM 2(a). NAME OF  
PERSON  
FILING:

Brown Advisory  
Incorporated ("BA,  
Inc.")Brown Advisory, LLC  
("BA, LLC")Brown  
Investment Advisory &  
Trust Company ("BIATC")

ITEM 2(b). ADDRESS OF  
PRINCIPAL

BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

901 South Bond Street, Ste.  
400Baltimore, MD 21231

ITEM 2(c). CITIZENSHIP:

Brown Advisory  
Incorporated ("BA, Inc.") -  
BA, Inc. is a Maryland  
CorporationBrown  
Advisory, LLC ("BA,  
LLC") - BA, LLC is a  
Maryland CompanyBrown  
Investment Advisory &  
Trust Company ("BIATC")  
- BIATC is a Maryland  
Company

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

ITEM 2(e). CUSIP  
NUMBER:

G3922B107

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO  
SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☒ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

BA, Inc. is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);BA, LLC is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);BIATC is a Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

ITEM 4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

21,690,005

(b) Percent of class:

10.01%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 16,130,775  
Brown Advisory, LLC ("BA, LLC") - 15,718,572  
Brown Investment Advisory & Trust Company ("BIATC") - 412,203

(ii) Shared power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 419,436  
Brown Advisory, LLC ("BA, LLC") - 419,436  
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iii) Sole power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 0  
Brown Advisory, LLC ("BA, LLC") - 0  
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iv) Shared power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 21,690,005  
Brown Advisory, LLC ("BA, LLC") - 21,277,802  
Brown Investment Advisory & Trust Company ("BIATC") - 412,203

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the

date hereof the reporting  
person has ceased to be the  
beneficial owner of more than  
five percent of the class of  
securities, check the following  
[ ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

The total securities being  
reported are beneficially  
owned by investment  
companies and other managed  
accounts of direct/indirect  
subsidiaries of BA, Inc. (listed  
above). These subsidiaries  
may be deemed to be  
beneficial owners of the  
reported securities because  
applicable investment  
advisory contracts provide  
voting and/or investment  
power over securities.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

Brown Advisory Incorporated  
(BA, Inc.) is a parent holding  
company filing this schedule  
on behalf of the following  
subsidiaries pursuant to Rule  
13d-1(b)(1)(ii)(G) under the  
Securities Exchange Act of  
1934: Brown Advisory, LLC  
(BA, LLC) IA (Investment  
Adviser) Brown Investment  
Advisory & Trust Company  
(BIATC) BK (Bank)

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2015

Date

Brown Advisory Incorporated ("BA, Inc.")

Brett D. Rogers

Signature

Chief Compliance Officer, Brett D. RogersChief Compliance Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: G3922B107

Joint Filing Agreement \_\_\_\_\_ Party signing this filing agrees that this statement is submitted as a joint filing on behalf of the undersigned: Brown Advisory Incorporated ("BA, Inc.") - Parent Holding Company  
Brown Advisory, LLC ("BA, LLC")Brown Investment Advisory & Trust Company ("BIATC")

SIGNATURE