

DZIALGA MARK F  
Form 3  
August 01, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â DZIALGA MARK F</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL ATLANTIC<br/>SERV CORP,Â 3 PICKWICK<br/>PLAZA</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06830</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Genpact LTD [[G]]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

**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                      | 59,298,703 <u>(1)</u> <u>(2)</u>                         | I   | See Footnotes <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)

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

Edgar Filing: DZIALGA MARK F - Form 3

|                             | Date Exercisable | Expiration Date | Title         | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------|----------------------------|----------|---------------------------------------|
| Stock Option (Right to Buy) | Â (3)            | 04/20/2017      | Common Shares | 45,225                     | \$ 16.13 | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DZIALGA MARK F<br>C/O GENERAL ATLANTIC SERV CORP<br>3 PICKWICK PLAZA<br>GREENWICH,Â CTÂ 06830 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Mark F. 08/01/2007  
Dzialga

\_\_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).

Certain General Atlantic LLC investment funds own shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), a holder of 118,597,405 shares common shares of Genpact Limited (the "Issuer"). 59,298,703 common shares of the Issuer represents 42,183,911 common shares owned by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 12,622,322 common shares owned by GAP-W

(1) International, L.P. ("GAP-W"), 741,234 common shares owned by GapStar, LLC ("GapStar"), 2,926,391 common shares owned by GAP Coinvestments III, LLC ("Coinvestments III"), 763,174 common shares owned by GAP Coinvestments IV, LLC ("Coinvestments IV") and 61,671 shares owned by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic LLC ("General Atlantic") is the sole member of GapStar.

GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of Bermuda LP and GAP-W. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV and the directors of GAP Bermuda. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Dzialga is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Dzialga disclaims beneficial ownership of such common shares beneficially owned by them except to the extent of his pecuniary interest therein.

(3) The stock options are subject to a vesting schedule. 20% of the options will vest on May 1, 2008 and 5% of the options will vest on a quarterly basis thereafter. Vested stock options are immediately exercisable.

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.