

DZIALGA MARK F

Form 3

August 01, 2007

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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)

1. Name and Address of Reporting
Person *

Â DZIALGA MARK F

(Last)

(First)

(Middle)

C/O GENERAL ATLANTIC
SERV CORP,Â 3 PICKWICK
PLAZA

(Street)

GREENWICH,Â CTÂ 06830

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/01/2007

3. Issuer Name and Ticker or Trading Symbol
Genpact LTD [[G]]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

59,298,703 (1) (2)

I

See Footnotes (1) (2)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
Derivative5. 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)	
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 C/O GENERAL ATLANTIC SERV CORP 3 PICKWICK PLAZA GREENWICH,Â CTÂ 06830	Â X	Â	Â	Â

Signatures

/s/ Mark F.
Dzialga

08/01/2007

__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).

- 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 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.
- 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.