Genpact LTD Form SC 13G/A February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

GENPACT LIMITED

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G3922B107 (CUSIP Number)

December 31, 2009

(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)
Х	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 disclosures provided in a prior cover page.

The information required on the reminder 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") orotherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(a) [_] (b) X

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CUSIP NO. G3922B107		Schedule	13G	Page 2 of 44
				6
1	NAME OF REPORTING	J PERSON		
	I.R.S. IDENTIFICATION	N NO. OF AB	OVE PERSON	
_	Genpact Investment Co			
2	CHECK THE APPROPR	RIATE BOX I	F A MEMBER OF A GROUP	
3	SEC USE ONLY			
4	CITIZENSHIP OR PLAC		ΝΙΖΑΤΙΟΝ	
7	CHIZENSIII OKTEA		NIZATION	
	Bermuda			
		5	SOLE VOTING POWER	
NUMBER ()F			
		6	106, 832,699	D
SHARES 6 BENEFICIALLY		0	SHARED VOTING POWE	X
OWNED BY			-0-	
		7	SOLE DISPOSITIVE POW	ER
REPORTIN	G			
PERSON		-	106, 832,699	
WITH		8	SHARED DISPOSITIVE PO	OWER
			-0-	
9	AGGREGATE AMOUN	T BENEFICL	ALLY OWNED BY EACH R	EPORTING PERSON
	106, 832,699			
10		GGREGATE	AMOUNT IN ROW (9) EXC	LUDES CERTAIN
	SHARES			
	See Item 8			
11		CODECENTE		
11	PERCENT OF CLASS B	CPKESEN IE	D BY AMOUNT IN ROW 9	
	49.4%			
12	TYPE OF REPORTING	PERSON		
	СО			

CUSIP NO.	G3922B107	Schedule 1	13G	Page 3 of 44	
1	NAME OF REPORTING I.R.S. IDENTIFICATION		OVE PERSON		
2				(a) [_]	
3	SEC USE ONLY				(b) X
4	CITIZENSHIP OR PLAC	E OF ORGAN	NIZATION		
	Bermuda	5	SOLE VOTING POWER		
NUMBER C SHARES	DF		-0-		
BENEFICIA		6	SHARED VOTING POWER		
OWNED BY EACH		7	106, 832,699 SOLE DISPOSITIVE POWE	R	
REPORTINO PERSON WITH	U	8	-0- SHARED DISPOSITIVE PO	WER	
9	AGGREGATE AMOUN	Γ BENEFICIA	106, 832,699 Ally owned by each re	PORTING PERSON	
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			x	
12	49.4% TYPE OF REPORTING I	PERSON			
	PN				

CUSIDNO	. G3922B107	Schedul	a 12C	Dage 4 of 44	
CUSIP NO	. G3922B107	Schedul	e 130	Page 4 of 44	
1		GDEDGON			
1	NAME OF REPORTIN		BOVE PERSON		
	I.K.S. IDENTIFICATION	JI NO. OF A	DOVETERSON		
	GAP-W International				
2	CHECK THE APPROP	PRIATE BOX	IF A MEMBER OF A GROUP		(a) [_]
3	SEC USE ONLY				(b) X
5	SEC USE ONE I				
4	CITIZENSHIP OR PLA	ACE OF ORG	ANIZATION		
	Bermuda				
	Dermuuu	5	SOLE VOTING POWER		
NUMBER	OF		•		
SHARES		6	- 0- Shared voting powei	R	
BENEFICI	ALLY				
OWNED B	Y	_	106, 832,699		
EACH		7	SOLE DISPOSITIVE POW	ER	
REPORTIN PERSON	\G		-0-		
WITH		8	SHARED DISPOSITIVE PO	OWER	
W1111			106, 832,699		
9	AGGREGATE AMOU	NT BENEFIC	TIALLY OWNED BY EACH RI	EPORTING PERSON	
10	106, 832,699	ACCDECAT	E AMOUNT IN DOW (0) EVCI	LIDES CEDTAIN	
10	10 CHECK BOX IF THE AGGREGATE AMOUNT SHARES			LUDES CERTAIN	
	See Item 8				х
11	PERCENT OF CLASS	REPRESENT	TED BY AMOUNT IN ROW 9		
	49.4%				
12	TYPE OF REPORTING	G PERSON			
	PN				

CUSIP NO.	G3922B107	Schedule 1	13G	Page 5 of 44	
1	NAME OF REPORTING I.R.S. IDENTIFICATION		OVE PERSON		
2				(a) [_]	
3	SEC USE ONLY				(b) X
4	CITIZENSHIP OR PLAC	E OF ORGAI	NIZATION		
	Bermuda	5	SOLE VOTING POWER		
NUMBER C	DF		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICIA	LLY				
OWNED BY	<i>l</i>		106, 832,699		
EACH		7	SOLE DISPOSITIVE POWE	R	
REPORTIN	G		-0-		
PERSON		8	-U- SHARED DISPOSITIVE PO	WER	
WITH		•			
9	AGGREGATE AMOUNT	T BENEFICIA	106, 832,699 Ally owned by each re	PORTING PERSON	
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 x PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			x	
12	49.4% TYPE OF REPORTING F	PERSON			
	PN				

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CUSIP NO	. G3922B107	Schedul	e 13G	Page 6 of 44	
1					
1	NAME OF REPORTIN		DOVEDEDGON		
	I.R.S. IDENTIFICATI	ON NO. OF A	BOVE PERSON		
	GapStar, LLC				
2		PRIATE BOX	IF A MEMBER OF A GROUP)	(a) [_]
					(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PL		ΔΝΙΖΑΤΙΩΝ		
+	CHIZENSIII OKTL	ACE OF OKO	ANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUMBER	OF		٥		
SHARES		6	-0- SHARED VOTING POWE	R	
BENEFICI	ALLY	0			
OWNED B	Y		106, 832,699		
EACH		7	SOLE DISPOSITIVE POW	TER	
REPORTIN	١G		-0-		
PERSON		8	-U- SHARED DISPOSITIVE P	OWER	
WITH					
			106, 832,699		
9	AGGREGATE AMOU	INT BENEFIC	TALLY OWNED BY EACH R	EPORTING PERSON	
	106, 832,699				
10		AGGREGAT	E AMOUNT IN ROW (9) EXC	LUDES CERTAIN	
	SHARES				
	See Item 8 X				Х
11	PERCENT OF CLASS	REPRESENT	TED BY AMOUNT IN ROW 9		
	49.4%				
12	49.4% TYPE OF REPORTIN	G PERSON			
	00				

CUSIP NO.	G3922B107	Schedule 1	13G	Page 7 of 44	
1	NAME OF REPORTING I.R.S. IDENTIFICATION		OVE PERSON		
2					(a) [_]
3	SEC USE ONLY				(b) X
4	CITIZENSHIP OR PLAC	E OF ORGAN	NIZATION		
	Delaware	5	SOLE VOTING POWER		
NUMBER C)F		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICIA	LLY				
OWNED BY	<i>č</i>	7	106, 832,699	D	
EACH	_	7	SOLE DISPOSITIVE POWE	ĸ	
REPORTIN	G		-0-		
PERSON		8	SHARED DISPOSITIVE PO	WER	
WITH					
9	106, 832,699 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			x	
12	49.4% TYPE OF REPORTING I	PERSON			
	00				

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- 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- GAP Coinvestments IV, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) [_] A GROUP (b) X SEC USE ONLY
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