

Genpact LTD  
Form SC 13D/A  
November 20, 2017

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

**SCHEDULE 13D**  
**UNDER SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 2)\***

**Genpact Limited**

**(Name of Issuer)**

**Common Shares, \$0.01 par value per share**

**(Title of Class of Securities)**

**G3922B107**

**(CUSIP Number)**

**Glory Investments B Limited**

**Suite 110, 10<sup>th</sup> Floor**

**Ebene Heights Building**

**34 Ebene Cybercity**

**Ebene, Mauritius**

**GIC Private Limited**

**168, Robinson Road**

**#37-01, Capital Tower**

**Singapore 068912**

**+65 6889 8888**

**(230) 468 1320**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 20, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule §240.13d-7(b) for other parties to whom copies are to be sent.

\* 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 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 (the 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* the *Notes*).

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments A Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0651998  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	11,289,074 <sup>1</sup>	9
PERSON		SOLE DISPOSITIVE POWER
WITH		
	0	10
		SHARED DISPOSITIVE POWER

11 11,289,074<sup>1</sup>  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 11,289,074<sup>1</sup>  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 5.85%<sup>2</sup>  
TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the U.S. Securities and Exchange Commission ( SEC ) on November 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0652001  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	47,750,678 <sup>1</sup> SOLE DISPOSITIVE POWER
PERSON		
WITH	10	0 SHARED DISPOSITIVE POWER

47,750,678<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,750,678<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.74%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

- 1 Includes (i) 11,289,074 Common Shares held by Glory Investments A Limited, (ii) 27,836,041 Common Shares held by Glory Investments B Limited, (iii) 1,314,126 Common Shares held by Glory Investments IV Limited, (iv) 98,955 Common Shares held by Glory Investments IV-B Limited, (v) 50,812 Common Shares held by RGIP, LP and (vi) 7,161,670 Common Shares held by Twickenham Investment Private Limited.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-1067044  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 0  
8 SHARED VOTING POWER  
OWNED BY  
EACH  
REPORTING 1,314,126<sup>1</sup>  
9 SOLE DISPOSITIVE POWER  
PERSON  
WITH 0  
10 SHARED DISPOSITIVE POWER

1,314,126<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,314,126<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.68%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.



CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV-B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 39-2079858  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 0  
8 SHARED VOTING POWER  
OWNED BY  
EACH  
REPORTING 98,955<sup>1</sup>  
9 SOLE DISPOSITIVE POWER  
PERSON  
WITH 0  
10 SHARED DISPOSITIVE POWER

98,955<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,955<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.05%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: RGIP, LP

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: 04-3328326  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH 50,812<sup>1</sup>  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

50,812<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,812<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%<sup>2</sup>

14 TYPE OF REPORTING PERSON

PN

- 1 Does not include Common Shares held by any other Reporting Person.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Private Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH 7,392,645<sup>1</sup>  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

7,392,645<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,392,645<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.83%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

- 1 Includes 230,975 Common Shares registered in the name of GIC Private Limited and 7,161,670 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities (as defined below) or RGIP (as defined below).
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Special Investments Pte. Ltd.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
 8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 7,161,670<sup>1</sup>  
 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0  
 10 SHARED DISPOSITIVE POWER

7,161,670<sup>1</sup>  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,161,670<sup>1</sup>  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.71%<sup>2</sup>  
14 TYPE OF REPORTING PERSON

CO

- 1 Includes 7,161,670 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities or RGIP.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.



CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Twickenham Investment Private Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: N/A  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0  
8 SHARED VOTING POWER

OWNED BY

EACH

7,161,670<sup>1</sup>  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0  
10 SHARED DISPOSITIVE POWER

7,161,670<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,161,670<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.71%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

- 1 Does not include Common Shares held by the Glory Entities or RGIP.
- 2 Percentage calculated based on 193,042,398 Common Shares outstanding as of October 27, 2017, as reported in the Issuer's prospectus supplement filed with the SEC on November 16, 2017.

This Amendment No. 2 to Schedule 13D relates to common shares, par value \$0.01 per share (the Common Shares ) of the Issuer and amends the initial statement on Schedule 13D filed on November 5, 2012, as amended and supplemented by Amendment No. 1 filed on August 18, 2017, filed jointly by each of Glory Investments A Limited, a Mauritius public company limited by shares ( Glory A ), Glory Investments B Limited, a Mauritius public company limited by shares ( Glory B ), Glory Investments IV Limited, a Mauritius private company limited by shares ( Glory IV ), Glory Investments IV-B Limited, a Mauritius private company limited by shares ( Glory IV-B ), RGIP, LP, a Delaware limited partnership ( RGIP ), GIC Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore ( GIC ), GIC Special Investments Pte. Ltd., a private company limited by shares organized under the laws of the Republic of Singapore ( GICSI ), and Twickenham Investment Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore ( Twickenham ), (each a Reporting Person and, collectively, the Reporting Persons ) relating to the Common Shares (the Initial Statement and, together with this Amendment No. 2, the Schedule 13D ). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. Glory A, Glory B, Glory IV and Glory IV-B are collectively referred to herein as the Glory Entities .

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) The information required in these paragraphs with respect to each of the Reporting Persons is set forth in Rows 7 through 13 of the cover pages to this Schedule 13D and Item 2(b) and is incorporated herein by reference. Because the Glory Entities, RGIP and Twickenham have entered into the Investor Agreement and Shareholder Agreement and by virtue of the nature of the transaction contemplated therein (as described in Item 4), (i) the Genpact Investors could be deemed to be a group (within the meaning of Section 13(d)(3) of the Exchange Act) with respect to the Common Shares, and (ii) each of the Genpact Investors and the other persons identified in Item 2(b) may be deemed to beneficially own all of the Common Shares beneficially owned by one another. As noted in Item 2, each of the Reporting Persons disclaims beneficial ownership of any Common Shares beneficially owned by any of the other Reporting Persons or any other person. The Reporting Persons hold an aggregate of 47,981,653 Common Shares or 24.86% of the outstanding Common Shares.

Twickenham is controlled and managed by GICSI, which is in turn wholly-owned by GIC. Pursuant to Section 13(d) of the Exchange Act and the rules promulgated thereunder, GIC and GICSI may be deemed to beneficially own all of the Common Shares beneficially owned by Twickenham.

(c) On November 20, 2017, Glory A, Glory B, Glory IV, Glory IV-B and Twickenham (collectively, the Selling Shareholders ) collectively sold 10,000,000 Common Shares in an underwritten public offering, as further described in Item 6 below.

(d) Not Applicable.

(e) Not Applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

Underwriting Agreement

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On November 14, 2017, the Selling Shareholders entered into an underwriting agreement (the Underwriting Agreement ) with the Issuer and J.P. Morgan Securities LLC (the Underwriter ), pursuant to which the Underwriter agreed to purchase an aggregate of 10,000,000 Common Shares from the Selling Shareholders at a

price of \$30.26 per share. The transaction closed on November 20, 2017. The Selling Shareholders sold the following Common Shares pursuant to the Underwriting Agreement:

<b>Selling Shareholder</b>	<b>Number of Common Shares Sold</b>
Glory A	2,367,136
Glory B	5,836,761
Glory IV	275,550
Glory IV-B	20,747
Twickenham	1,499,806

Lock-up Agreement

In connection with the Underwriting Agreement, each of the Selling Shareholders entered into a lock-up agreement (the Lock-up Agreement ) with the Underwriter. Under the Lock-up Agreement, each Reporting Person agreed not to sell or transfer any Common Shares, or securities convertible into or exercisable or exchangeable for Common Shares, for 30 days after November 14, 2017 without first obtaining the written consent of the Underwriter.

The summaries of the Underwriting Agreement and Lock-up Agreement contained in this Item 6 are qualified in their entirety by reference to the Underwriting Agreement and the Lock-up Agreement, each of which is filed as an exhibit hereto and incorporated by reference herein.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

- Exhibit I Underwriting Agreement, dated November 14, 2017, by and among the Issuer, the Selling Shareholders and the Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2017).
- Exhibit J Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2017).

**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.

Date: November 20, 2017

Glory Investments A Limited

By: /s/ Xie Fei Pang Wong Lin  
Name: Xie Fei Pang Wong Lin  
Title: Director

Glory Investments B Limited

By: /s/ Xie Fei Pang Wong Lin  
Name: Xie Fei Pang Wong Lin  
Title: Director

Glory Investments IV Limited

By: /s/ Xie Fei Pang Wong Lin  
Name: Xie Fei Pang Wong Lin  
Title: Director

Glory Investments IV-B Limited

By: /s/ Xie Fei Pang Wong Lin  
Name: Xie Fei Pang Wong Lin  
Title: Director

RGIP, LP

By: RGIP GP, LLC, its general partner

By: /s/ Al Rose  
Name: Al Rose  
Title: Managing Member

GIC Private Limited

By: /s/ Jimmy Teo  
Name: Jimmy Teo  
Title: Senior Vice President

By: /s/ Celine Loh  
Name: Celine Loh  
Title: Senior Vice President

GIC Special Investments Pte. Ltd.

By: /s/ Deanna Ong  
Name: Deanna Ong  
Title: Director

Twickenham Investment Private Limited

By: /s/ Matthew Lim  
Name: Matthew Lim  
Title: Director



**INDEX TO EXHIBITS**

- Exhibit I Underwriting Agreement, dated November 14, 2017, by and among the Issuer, the Selling Shareholders and the Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2017).
- Exhibit J Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 16, 2017).