

Genpact LTD  
Form 8-K  
May 21, 2009

---

---

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2009

GENPACT LIMITED  
(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation)	001-33626 (Commission File Number)	98-0533350 (I.R.S. Employer Identification No.)
--	--	---

Canon's Court, 22 Victoria Street  
Hamilton HM, Bermuda  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (441) 295-2244

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Genpact Limited, a Bermuda company (the “Company”), announces that Charles Alexander, age 56, has been appointed as a director of the Company, effective immediately. Mr. Alexander was employed by the General Electric Company (“GE”) until August 2008, where he was President of GE Capital Europe from 1999 through August 2008 and GE’s UK National Executive from 2001 through August 2008. GE is the Company’s largest client. Mr. Alexander has not been named to any committee of the Board at this time.

In accordance with the Company’s compensation program for independent directors, Mr. Alexander will receive stock options for 81,405 common shares of the Company, which will have a five-year vesting schedule and an exercise price equal to the fair market value of the Company’s common shares at the time of grant. Mr. Alexander will also receive an annual retainer of \$40,000.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENPACT LIMITED

Date: May 18, 2009

By: /s/ Victor Guaglianone  
Name: Victor Guaglianone  
Title: Senior Vice President  
and General Counsel

3

---

---