

Genpact LTD  
Form 4  
March 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**STATEMENT OF CHANGES IN 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 \*  
Thukral Mohit

(Last) (First) (Middle)  
C/O GENPACT LLC, 105  
MADISON AVENUE, 2ND FLOOR  
(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Genpact LTD [G]

3. Date of Earliest Transaction (Month/Day/Year)  
03/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Shares	03/05/2014		A	(1)	57,919 \$ 0	D	
Common Shares	03/05/2014		F	(2)	19,687 \$ 16.71	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
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Total liabilities and shareholders' equity  
\$73,273,000 \$915,000 \$74,188,000

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Notes to Pro forma balance sheet as of June 30, 2004:

- 1 To reflect net liabilities assumed in acquisition and the application of deposits used to fund pre-closing operating costs.
- 2 To reflect the estimated fair value of investment in common shares of Chromos and debenture received as purchase price consideration.
- 3 To reflect the effect on equity of the estimated gain from the disposition of CellExSys consisting of the estimated fair value of the purchase price consideration and the value of net liabilities assumed and deposits applied to fund pre-closing operating costs. The actual purchase price consideration is subject to adjustment in accordance with the terms of the merger agreement. As a result, the actual gain we report may differ from the estimated gain presented in this pro forma balance sheet.

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The following tables reflect unaudited pro forma results of operations assuming the disposition of CellExSys, giving effect to the disposition as if it had occurred at the beginning of each respective period. The pro forma results, do not give effect to any gain resulting from the disposition of CellExSys, which will be reflected in the period ending September 30, 2004, and will consist of the net liabilities assumed by Chromos, the deposits received from Chromos to fund pre-closing operating costs, and our pro-rata share of the fair value of the merger consideration. The pro forma results of operations are not necessarily indicative of the actual results of operations that would have occurred had the disposition of CellExSys actually occurred as of the beginning of each period presented.

	<b>December 31, 2003</b>	<b>Pro forma Adjustments</b>	<b>Notes</b>	<b>December 31, 2003</b>
	<b>(historical)</b>			<b>(pro forma)</b>
Revenue under collaborative agreements	\$ 14,073,000	\$		\$ 14,073,000
Operating expenses:				
Research & development	17,197,000	(1,518,000)	1	15,679,000
General & administrative	5,490,000	(483,000)	1	5,007,000
Restructure charges	5,190,000			5,190,000
Total operating expenses	<u>27,877,000</u>	<u>(2,001,000)</u>		<u>25,876,000</u>
Loss from operations	(13,804,000)	2,001,000		(11,803,000)
Other expense, net	<u>(1,029,000)</u>	<u>54,000</u>	2	<u>(975,000)</u>
Net loss	<u>\$ (14,833,000)</u>	<u>\$ 2,055,000</u>		<u>\$ (12,778,000)</u>
Net loss per common share	\$ (0.26)			\$ (0.22)
Shares used in computation	57,486,000			57,486,000
	<b>June 30, 2004</b>	<b>Pro forma Adjustments</b>	<b>Notes</b>	<b>June 30, 2004</b>
	<b>(historical)</b>			<b>(pro forma)</b>
Revenue under collaborative agreements	\$ 4,081,000	\$		\$ 4,081,000
Operating expenses:				
Research & development	9,065,000	(620,000)	1	8,445,000
General & administrative	3,816,000	(236,000)	1	3,580,000
Restructure charges	416,000			416,000
Total operating expenses	<u>13,297,000</u>	<u>(856,000)</u>		<u>12,441,000</u>

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Loss from operations	(9,216,000)	856,000		(8,360,000)
Other expense, net	(92,000)	27,000	2	(65,000)
	_____	_____		_____
Net loss	\$ (9,308,000)	\$ 883,000		\$ (8,425,000)
	_____	_____		_____
Net loss per common share	\$ (0.12)			\$ (0.11)
Shares used in computation	77,239,000			77,239,000

Notes to pro forma statements of operations:

- 1 To eliminate the operating costs which cease as a result of the disposition of CellExSys. These amounts do not include corporate overhead costs that had previously been allocated to CellExSys for accounting purposes.
- 2 To reflect interest income on debenture from beginning of period at an assumed rate of 10%.

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(c) *Exhibits.*

Exhibit 2.1 Agreement and Plan of Merger, dated June 21, 2004, by and among, Chromos, Chromos, Inc., CellExSys and Targeted Genetics (incorporated by reference to Exhibit 10.2 to Targeted Genetics quarterly report on Form 10-Q for the quarter ended June 30, 2004, filed with the Commission on July 30, 2004).

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**SIGNATURES**

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

TARGETED GENETICS CORPORATION

Date: August 11, 2004

By: /s/ Todd E. Simpson

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Todd E. Simpson  
Vice President, Finance and Administration and  
Chief Financial Officer, Secretary and Treasurer  
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
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