

Genpact LTD
Form SC 13G/A
February 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

GENPACT LIMITED

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G3922B107

(CUSIP Number)

December 31, 2008

(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)

☒ 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 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 ("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).

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Schedule 13G

Page 2 of 37

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Genpact Investment Co. (Bermuda) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF **106,832,699**

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 **-0-**

EACH SOLE DISPOSITIVE POWER

REPORTING **106,832,699**

PERSON WITH 8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,832,699

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

See Item 8

☒

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.8%

12 TYPE OF REPORTING PERSON

CO

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	General Atlantic LLC		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	5	SOLE VOTING POWER	
	6	-0-	
		SHARED VOTING POWER	
	7	106,832,699	
		SOLE DISPOSITIVE POWER	
	8	-0-	
		SHARED DISPOSITIVE POWER	
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		<input checked="" type="checkbox"/>
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	49.8%		
	TYPE OF REPORTING PERSON		
	OO		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAP-W International, L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	General Atlantic Partners (Bermuda), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0- SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
			<input checked="" type="checkbox"/>
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	49.8% TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GapStar, LLC		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>	
		(b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
			106,832,699
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		
			<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	OO		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAP Coinvestments III, LLC		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
			106,832,699
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			106,832,699
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	OO		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAP Coinvestments IV, LLC		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
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		<input checked="" type="checkbox"/>
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	49.8%		
	TYPE OF REPORTING PERSON		
	OO		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAPCO GmbH & Co. KG		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Germany		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0- SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	PN		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAPCO Management GmbH		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Germany		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	CO		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	GAP (Bermuda) Limited		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
			106,832,699
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			106,832,699
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	CO		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Oak Hill Capital Partners (Bermuda), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		<input checked="" type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	PN		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Oak Hill Capital Management Partners (Bermuda), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
			106,832,699
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			106,832,699
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	PN		

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Oak Hill Capital Partners II (Cayman), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF
SHARES

6

-0-
SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

7

106,832,699
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

8

-0-
SHARED DISPOSITIVE POWER

106,832,699

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,832,699

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

See Item 8

☒

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

49.8%

12 TYPE OF REPORTING PERSON

PN

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Oak Hill Capital Management Partners II (Cayman), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	5	SOLE VOTING POWER	
	NUMBER OF	-0-	
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY		
	OWNED BY	106,832,699	
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON WITH	8	-0-
			SHARED DISPOSITIVE POWER
		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	49.8%		
12	TYPE OF REPORTING PERSON		
	PN		

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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Oak Hill Capital Partners II (Cayman II), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	5	SOLE VOTING POWER	
	6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
		-0- SHARED VOTING POWER	
	7	106,832,699 SOLE DISPOSITIVE POWER	
	8	-0- SHARED DISPOSITIVE POWER	
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 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		<input checked="" type="checkbox"/>
12	49.8% TYPE OF REPORTING PERSON		
	PN		

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 **OHCP GenPar (Bermuda), L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
- Bermuda**
- 5 SOLE VOTING POWER
- NUMBER OF
SHARES 6 **-0-**
BENEFICIALLY
OWNED BY 7 **106,832,699**
EACH
REPORTING
PERSON WITH 8 **-0-**
SHARED VOTING POWER
SOLE DISPOSITIVE POWER
- 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
- 12 **49.8%**
TYPE OF REPORTING PERSON
- PN**
-

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 **OHCP MGP Partners (Bermuda), L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
- Bermuda**
- 5 SOLE VOTING POWER
- NUMBER OF
SHARES 6 **-0-**
BENEFICIALLY
OWNED BY 7 **106,832,699**
EACH
REPORTING
PERSON WITH 8 **-0-**
SHARED VOTING POWER
SOLE DISPOSITIVE POWER
- 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
- 12 **49.8%**
TYPE OF REPORTING PERSON
- PN**
-

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 **OHCP MGP (Bermuda), Ltd.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☒
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
- Bermuda**
- 5 SOLE VOTING POWER
- NUMBER OF
SHARES 6 **-0-**
SHARED VOTING POWER
- BENEFICIALLY
OWNED BY 7 **106,832,699**
SOLE DISPOSITIVE POWER
- EACH
REPORTING
PERSON WITH 8 **-0-**
SHARED DISPOSITIVE POWER
- 106,832,699**
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 106,832,699**
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
- See Item 8** [X]
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 49.8%**
- 12 TYPE OF REPORTING PERSON
- CO**
-

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	OHCP SLP (Bermuda), Ltd.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
			(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Bermuda		
	5	SOLE VOTING POWER	
NUMBER OF		-0-	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		106,832,699	
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH		-0-	
REPORTING	8	SHARED DISPOSITIVE POWER	
PERSON WITH		106,832,699	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	106,832,699		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	See Item 8		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		<input checked="" type="checkbox"/>
	49.8%		
12	TYPE OF REPORTING PERSON		
	CO		

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	OHCP GenPar II (Cayman), L.P.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
3	SEC USE ONLY		(b) <input checked="" type="checkbox"/>
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands		
	5	SOLE VOTING POWER	
	6	-0-	
		SHARED VOTING POWER	
	7	106,832,699	
		SOLE DISPOSITIVE POWER	
	8	-0-	
		SHARED DISPOSITIVE POWER	
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		<input checked="" type="checkbox"/>
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	49.8%		
	TYPE OF REPORTING PERSON		
	PN		

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES
ONLY)

OHCP MGP Partners II (Cayman), L.P.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) ☐]
A GROUP
(b) ☒]

3 SEC USE ONLY

4