

Genpact LTD
Form SC 13G/A
February 13, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 4)*

Genpact Ltd. (Name of Issuer)

(Title of Class of Securities)

G3922B107 (CUSIP Number)

December 31, 2014 (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 the disclosures provided in a prior cover page.

The information required in 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 Instructions).

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Advisory
Incorporated ("BA, Inc.") I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON (ENTITIES ONLY)
52-2112409

2 CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
BA, Inc. is a Maryland Corporation

NUMBER OF 5 SOLE VOTING POWER 16,130,775
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 419,436
OWNED BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER 0
PERSON WITH

8 SHARED DISPOSITIVE POWER 21,690,005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
21,690,005

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.01%

12 TYPE OF REPORTING PERSON HC (Holding Company)

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Advisory, LLC ("BA, LLC") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0680642

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
BA, LLC is a Maryland Company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER 15,718,572

6 SHARED VOTING POWER 419,436

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 21,277,802

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
21,277,802

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.82%

12 TYPE OF REPORTING PERSON IA (Investment Adviser)

CUSIP No.: G3922B107

1 NAME OF REPORTING PERSON Brown Investment Advisory & Trust Company ("BIATC") I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
52-1811121

2

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION BIATC is a Maryland
Company

NUMBER OF 5 SOLE VOTING POWER 412,203
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0

REPORTING

PERSON WITH

8 SHARED DISPOSITIVE POWER 412,203

AGGREGATE AMOUNT BENEFICIALLY

9 OWNED BY EACH REPORTING PERSON
412,203

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

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 0.19%

12 TYPE OF REPORTING PERSON BK (Bank)

CUSIP No.: G3922B107

ITEM 1(a). NAME OF
ISSUER:

Genpact Ltd.

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

CANON'S COURT 22
VICTORIA STREET
HAMILTON D0 HM122

ITEM 2(a). NAME OF
PERSON
FILING:

Brown Advisory
Incorporated ("BA,
Inc.")Brown Advisory, LLC
("BA, LLC")Brown
Investment Advisory &
Trust Company ("BIATC")

ITEM 2(b). ADDRESS OF
PRINCIPAL

BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

901 South Bond Street, Ste.
400Baltimore, MD 21231

ITEM 2(c). CITIZENSHIP:

Brown Advisory
Incorporated ("BA, Inc.") -
BA, Inc. is a Maryland
CorporationBrown
Advisory, LLC ("BA,
LLC") - BA, LLC is a
Maryland CompanyBrown
Investment Advisory &
Trust Company ("BIATC")
- BIATC is a Maryland
Company

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

ITEM 2(e). CUSIP
NUMBER:

G3922B107

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO
SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☒ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

BA, Inc. is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);BA, LLC is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);BIATC is a Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

ITEM 4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

21,690,005

(b) Percent of class:

10.01%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 16,130,775
Brown Advisory, LLC ("BA, LLC") - 15,718,572
Brown Investment Advisory & Trust Company ("BIATC") - 412,203

(ii) Shared power to vote or to direct the vote:

Brown Advisory Incorporated ("BA, Inc.") - 419,436
Brown Advisory, LLC ("BA, LLC") - 419,436
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iii) Sole power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 0
Brown Advisory, LLC ("BA, LLC") - 0
Brown Investment Advisory & Trust Company ("BIATC") - 0

(iv) Shared power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BA, Inc.") - 21,690,005
Brown Advisory, LLC ("BA, LLC") - 21,277,802
Brown Investment Advisory & Trust Company ("BIATC") - 412,203

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the

date hereof the reporting
person has ceased to be the
beneficial owner of more than
five percent of the class of
securities, check the following
[].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

The total securities being
reported are beneficially
owned by investment
companies and other managed
accounts of direct/indirect
subsidiaries of BA, Inc. (listed
above). These subsidiaries
may be deemed to be
beneficial owners of the
reported securities because
applicable investment
advisory contracts provide
voting and/or investment
power over securities.

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Brown Advisory Incorporated
(BA, Inc.) is a parent holding
company filing this schedule
on behalf of the following
subsidiaries pursuant to Rule
13d-1(b)(1)(ii)(G) under the
Securities Exchange Act of
1934: Brown Advisory, LLC
(BA, LLC) IA (Investment
Adviser) Brown Investment
Advisory & Trust Company
(BIATC) BK (Bank)

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify
that, to the best of my
knowledge and belief, the
securities referred to above
were acquired and are held in
the ordinary course of
business and were not
acquired and are not held for
the purpose of or with the
effect of changing or
influencing the control of the
issuer of the securities and
were not acquired and are not
held in connection with or as
a participant in any
transaction having that
purpose or effect.

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.

February 11, 2015

Date

Brown Advisory Incorporated ("BA, Inc.")

Brett D. Rogers

Signature

Chief Compliance Officer, Brett D. RogersChief Compliance Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: G3922B107

Joint Filing Agreement _____ Party signing this filing agrees that this statement is submitted as
a joint filing on behalf of the undersigned: Brown Advisory Incorporated ("BA, Inc.") - Parent Holding Company
Brown Advisory, LLC ("BA, LLC")Brown Investment Advisory & Trust Company ("BIATC")

SIGNATURE