

Genpact LTD
Form S-4/A
June 20, 2018
Table of Contents

As filed with the Securities and Exchange Commission on June 20, 2018

Registration No. 333-225425

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

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Genpact Luxembourg S.à r.l.

(as the Issuer)

(Exact name of registrant as specified in its charter)

Luxembourg (State or other jurisdiction of incorporation or organization)	8742 (Primary Standard Industrial Classification Code Number)	98-0550714 (I.R.S. Employer Identification No.)
--	--	--

12F, Rue Guillaume Kroll

L-1882 Luxembourg

+352 26 987 686

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Genpact Limited

(as the Parent Guarantor)

(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation or organization)	8742 (Primary Standard Industrial Classification Code Number)	98-0533350 (I.R.S. Employer Identification No.)
---	--	--

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

(441) 295-2244

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Heather D. White

c/o Genpact International, Inc.

Edgar Filing: Genpact LTD - Form S-4/A

1155 Avenue of the Americas

New York, NY 10036

(646) 624-5913

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Craig F. Arcella

Cravath, Swaine & Moore LLP

825 Eighth Avenue

New York, New York 10019

(212) 474-1000

Approximate date of commencement of proposed exchange offer: As soon as practicable after this Registration Statement is declared effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a small reporting company, or emerging growth company. See the definitions of large accelerated filer, accelerated filer, small reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Small reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
3.700% Senior Notes due 2022	\$350,000,000	100%	\$350,000,000	\$43,575
Guarantee of 3.700% Senior Notes due 2022	N/A	N/A	N/A	N/A(3)

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).

(2) The registration fee has previously been paid.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantee.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not exchange the securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 20, 2018

PRELIMINARY PROSPECTUS

Genpact Luxembourg S.à r.l.

Genpact Limited

Offer to Exchange

This is an offer by Genpact Luxembourg S.à r.l., a private limited liability company (*société à responsabilité limitée*) organized under the laws of the Grand Duchy of Luxembourg (Luxembourg) and registered with the Luxembourg trade and company register under number B131.149 (the Issuer), to exchange \$350,000,000 aggregate principal amount of its 3.700% Senior Notes due 2022 (the exchange notes), which have been registered under the Securities Act of 1933, as amended (the Securities Act), for any and all of its outstanding unregistered 3.700% Senior Notes due 2022 that were issued in a private offering on March 27, 2017 (the issue date) (the outstanding unregistered notes and, together with the exchange notes, the notes , and such transaction, the exchange offer).

We are conducting the exchange offer in order to provide you with an opportunity to exchange your unregistered notes for freely tradable notes that have been registered under the Securities Act.

Material terms of the Exchange Offer:

We will exchange all outstanding unregistered notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tenders of outstanding unregistered notes at any time prior to the expiration of the exchange offer.

The exchange offer will expire at 12:00 a.m. midnight, New York City time, at the end of the day on _____, 2018 (the expiration date), unless extended. We do not currently intend to extend the expiration date.

The exchange of outstanding unregistered notes for exchange notes in the exchange offer will not be a taxable event for United States federal income tax purposes, but you should see the discussion under the caption **Material Luxembourg, Bermuda and U.S. Federal Income Tax Consequences** for more information.

The terms of the exchange notes to be issued in the exchange offer are identical in all material respects to the terms of the outstanding unregistered notes, except that the transfer restrictions, registration rights and additional interest provisions applicable to the outstanding unregistered notes will not apply to the exchange notes.

Results of the Exchange Offer:

The exchange notes may be sold in the over-the-counter-market, in negotiated transactions or through a combination of such methods.

All untendered outstanding unregistered notes will continue to be subject to the restrictions on transfer set forth in the outstanding unregistered notes and in the Indenture (as defined herein). In general, the outstanding unregistered notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, registration under the Securities Act. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding unregistered notes under the Securities Act.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal accompanying this prospectus (the Letter of Transmittal) states that, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding unregistered notes where such outstanding unregistered notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. The Issuer has agreed that, for a period of 180 days after the expiration date, it will make this prospectus available to any broker-dealer for use in connection with any such resale. See **Plan of Distribution**.

See Risk Factors beginning on page 11 for a discussion of certain risks that you should consider before participating in the exchange offer.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2018.

Table of Contents

You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. The prospectus may be used only for the purposes for which it has been published and no person has been authorized to give any information not contained herein. If you receive any other information, you should not rely on it. We are not making the exchange offer in any state where the exchange offer is not permitted.

OUR DOCUMENTS INCORPORATED BY REFERENCE HEREIN (OTHER THAN EXHIBITS OR PORTIONS OF EXHIBITS NOT SPECIFICALLY INCORPORATED BY REFERENCE HEREIN OR IN SUCH DOCUMENTS) ARE AVAILABLE WITHOUT CHARGE UPON WRITTEN OR ORAL REQUEST TO GENPACT INTERNATIONAL, INC., 1155 AVENUE OF THE AMERICAS, NEW YORK, NY 10036, TELEPHONE NUMBER (646) 624-5913. IN ORDER TO ENSURE TIMELY DELIVERY, ANY REQUEST SHOULD BE SUBMITTED NO LATER THAN FIVE BUSINESS DAYS BEFORE THE DATE YOU MUST MAKE YOUR INVESTMENT DECISION WITH RESPECT TO THE EXCHANGE OFFER. ACCORDINGLY, YOUR REQUEST SHOULD BE SUBMITTED NO LATER THAN _____, 2018.

TABLE OF CONTENTS

	Page
<u>Where You Can Find More Information: Incorporation by Reference</u>	ii
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	iii
<u>Enforceability of Civil Liabilities</u>	v
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	11
<u>Ratio of Earnings to Fixed Charges</u>	16
<u>Use of Proceeds</u>	17
<u>The Exchange Offer</u>	18
<u>Description of Notes</u>	29
<u>Material Luxembourg, Bermuda and U.S. Federal Income Tax Consequences</u>	51
<u>Plan of Distribution</u>	55
<u>Legal Matters</u>	56
<u>Experts</u>	56
<u>Certain Insolvency Law Considerations</u>	57

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE

We file current and periodic reports, proxy statements and other information with the SEC. You may read and copy any of this information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

You can review our SEC filings by accessing the SEC's Internet website at www.sec.gov. We also make available free of charge on our website, www.genpact.com, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The contents of our website are not incorporated by reference into this prospectus.

The following documents filed by us with the SEC are incorporated herein by reference:

Our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC on March 1, 2018;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, as filed with the SEC on May 10, 2018.

Our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on April 10, 2018, to the extent incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2017; and

Our Current Report on Form 8-K filed with the SEC on January 31, 2018, as amended by Amendment No. 1 on Form 8-K/A filed on April 27, 2018, and our Current Reports on Form 8-K, as filed with the SEC on May 11, 2018 and June 4, 2018.

We also incorporate by reference additional documents that we may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the termination of the exchange offer. We are not, however, incorporating any documents or portions thereof that are not deemed filed with the SEC. Any statement or information contained in a document incorporated by reference as described in the immediately preceding paragraph shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any subsequently filed document that is incorporated herein by reference modifies or replaces such statement or information. Any statement or information modified as described in this paragraph shall not be deemed in its unmodified form to constitute part of this prospectus. Any statement or information superseded as described in this paragraph shall not be deemed to constitute a part of this prospectus.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein may contain forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify these statements by forward-looking terms such as expect, anticipate, intend, plan, believe, seek, estimate, could, may, would and variations of such words and similar expressions, or the negative of such words or similar expressions. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, which in some cases may be based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from those expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks outlined under Risk Factors in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 incorporated by reference herein. These forward-looking statements include, but are not limited to, statements relating to:

our ability to retain existing clients and contracts;

our ability to win new clients and engagements;

the expected value of the statements of work under our master service agreements;

our beliefs about future trends in our market;

political, economic or business conditions in countries where we have operations or where our clients operate;

expected spending on business process outsourcing and information technology services by clients;

foreign currency exchange rates;

our ability to convert bookings to revenue;

our rate of employee attrition;

our effective tax rate; and

competition in our industry.

Factors that may cause actual results to differ from expected results include, among others:

our ability to grow our business and effectively manage growth and international operations while maintaining effective internal controls;

our dependence on favorable policies and tax laws that may be changed or amended, including as a result of recently adopted tax legislation in the United States, the overall impact of which on us we are currently unable to determine;

our ability to maintain the security and confidentiality of personal and other sensitive data of our clients, employees or others;

our ability to successfully consummate or integrate strategic acquisitions;

our ability to maintain pricing and asset utilization rates;

our ability to hire and retain enough qualified employees to support our operations;

increases in wages in locations in which we have operations;

our relative dependence on the General Electric Company (GE) and our ability to maintain our relationships with divested GE businesses;

Table of Contents

financing terms, including, but not limited to, changes in the London Interbank Offered Rate or LIBOR, and changes to our credit ratings;

restrictions on visas for our employees traveling to North America and Europe;

fluctuations in exchange rates between the U.S. dollar, Australian dollar, Chinese renminbi, euro, Indian rupee, Japanese yen, Mexican peso, Philippines peso, Polish zloty, Romanian leu and U.K. pound sterling;

our ability to retain senior management;

the selling cycle for our client relationships;

our ability to attract and retain clients and our ability to develop and maintain client relationships on attractive terms;

legislation in the United States or elsewhere that adversely affects the performance of business process outsourcing and information technology services offshore;

increasing competition in our industry;

telecommunications or technology disruptions or breaches, or natural or other disasters;

our ability to protect our intellectual property and the intellectual property of others;

deterioration in the global economic environment and its impact on our clients, including the bankruptcy of our clients;

regulatory, legislative and judicial developments, including the withdrawal of governmental fiscal incentives;

the international nature of our business;

technological innovation;

our ability to derive revenues from new service offerings; and

unionization of any of our employees.

Although we believe the expectations reflected in the forward-looking statements are reasonable at the time they are made, we cannot guarantee future results, level of activity, performance or achievements. Achievement of future results is subject to risks, uncertainties, and potentially inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements. We undertake no obligation to update any of these forward-looking statements after the date of this filing to conform to our prior statements to actual results or revised expectations. See [Where You Can Find More Information; Incorporation By Reference](#).

Table of Contents

ENFORCEABILITY OF CIVIL LIABILITIES

The Issuer is a private limited liability company (*société à responsabilité limitée*) organized under the laws of Luxembourg. Genpact Limited (the Parent Guarantor) is an exempted company organized under the laws of Bermuda. Substantially all of our assets and operations are located, and substantially all of our revenues are derived from, outside the United States. As a result, investors may be unable to enforce judgments against the Issuer or the Parent Guarantor obtained in United States courts, including judgments predicated upon the civil liability provisions of the United States federal and state securities laws.

Enforcement of Civil Liability Judgments under Luxembourg Law

The Issuer has been advised by Allen & Overy, *société en commandite simple (inscrite au barreau de Luxembourg)*, its Luxembourg counsel, that, although there is no treaty between Luxembourg and the United States regarding the reciprocal enforcement of judgments, a valid final and conclusive judgment against the Issuer with respect to the exchange notes obtained from a court of competent jurisdiction in the United States, which judgment remains in full force and effect after all appeals as may be taken in the relevant state or federal jurisdiction with respect thereto have been taken, may be recognized and enforced through a court of competent jurisdiction of Luxembourg subject to compliance with the enforcement procedures set out in Articles 678 *et seq.* of the Luxembourg *Nouveau code de procédure civile* being, together with applicable Luxembourg case law:

the foreign judgment must be enforceable in the country of origin;

the court of origin must have had jurisdiction both according to its own laws and to the Luxembourg conflict of jurisdictions rules;

the foreign proceedings must have been regular in light of the laws of the country of origin;

the rights of defense must not have been violated;

the foreign court must have applied the law which is designated by the Luxembourg conflict of laws rules, or, at least, the judgment must not contravene the principles underlying these rules;

the considerations of the foreign judgment as well as the judgment as such must not contravene Luxembourg international public policy; and

the foreign judgment must not have been rendered as a result of or in connection with an evasion of Luxembourg law (*fraude à la loi*).

The Issuer has also been advised by Allen & Overy, *société en commandite simple (inscrite au barreau de Luxembourg)* that if an original action is brought in Luxembourg, without prejudice to specific conflict of law rules, Luxembourg courts may refuse to apply the designated law if the choice of the foreign law was not made bona fide or

if the foreign law was not pleaded and proved or if pleaded and proved, the foreign law was contrary to Luxembourg mandatory provisions (*lois impératives*) or incompatible with Luxembourg public policy rules. In an action brought in Luxembourg on the basis of U.S. federal or state securities laws, Luxembourg courts may not have the requisite power to grant the remedies sought.

Subject to the foregoing, investors may be able to enforce in Luxembourg judgments in civil and commercial matters that have been obtained from U.S. Federal or state courts. However, we cannot assure you that those judgments will be recognized or enforceable in Luxembourg.

Enforcement of Civil Liability Judgments under Bermuda Law

The Parent Guarantor is an exempted company organized under the laws of Bermuda, and substantially all of its assets are located outside the United States. The Parent Guarantor has been advised by Appleby (Bermuda) Limited, its Bermuda counsel, that it may not be possible to enforce court judgments obtained in the

Table of Contents

United States against us in Bermuda or in countries other than the United States where we have assets based on the civil liability or penal provisions of the federal or state securities laws of the United States. In addition, there is some doubt as to whether the courts of Bermuda and other countries would recognize or enforce judgments of United States courts obtained against us or our directors or officers based on the civil liability or penal provisions of the federal or state securities laws of the United States or would hear actions against us or those persons based on those laws. Appleby (Bermuda) Limited has also informed the Parent Guarantor that the United States and Bermuda do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Some remedies available under the laws of U.S. jurisdictions, including some remedies available under the U.S. federal securities laws, may not be allowed in Bermuda courts as contrary to that jurisdiction's public policy. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not based solely on United States federal or state securities laws, would not automatically be enforceable in Bermuda. Similarly, those judgments may not be enforceable in countries other than the United States where we have assets.

Table of Contents

PROSPECTUS SUMMARY

*This summary highlights selected information about us and this exchange offer. This summary may not contain all of the information that may be important to you. For a more complete understanding of our business, you should read carefully this entire prospectus, including the section entitled *Risk Factors* in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 incorporated by reference herein, and in the other documents that we refer to and that are incorporated by reference in this prospectus, for a complete understanding of us and the exchange offer. In particular, we incorporate by reference important business and financial information into this prospectus. This summary contains forward-looking statements that involve risks and uncertainties.*

*For purposes of this prospectus, unless otherwise indicated or the context otherwise requires, the terms *Genpact*, *we*, *us*, *our* and *the Company* refer to Genpact Limited and its subsidiaries as a combined entity, *Issuer* refers to Genpact Luxembourg S.à r.l. and *Parent Guarantor* refers to Genpact Limited (and not to any of its subsidiaries). Dollar amounts are in thousands except share and per share data or unless otherwise indicated.*

Our Business

Genpact is a global professional services firm that makes business transformation real. We drive digital-led innovation and run digitally-enabled intelligent operations for our clients, guided by our experience running thousands of processes for hundreds of Fortune Global 500 clients. We have more than 78,000 employees serving clients in key industry verticals banking and financial services, capital markets, consumer goods, healthcare, high-tech, infrastructure, manufacturing and services, insurance and life sciences from more than 20 countries.

Domain-led digital transformation

Our clients are experiencing an increasingly complex business environment, driven by an explosion in technology opportunities, new and disruptive competitors, and shifting market dynamics. Many companies need to reimagine their business models and adapt to rapid change.

These companies are seeking partners that can help them not only improve productivity and manage costs, but achieve business outcomes that create competitive advantage such as expanding market share, improving customer experience, and minimizing risk and loss. We believe that our digitally-enabled approach to business transformation, grounded in our deep domain and process expertise, differentiates us from our competitors.

We enable domain-led digital transformation for our clients primarily in two ways: designing and running Intelligent OperationsSM and providing digital-led solutions.

Intelligent Operations

Our Intelligent Operations embed digital and advanced analytics into our business process outsourcing (BPO) solutions to automate and transform our clients' operations. This allows enterprises to be more flexible and helps them focus on what they need to do to better compete in their industries.

Digital-led Solutions

Across our key industry verticals, our digital-led solutions include technologies such as artificial intelligence, or AI, robotic process automation, dynamic workflow, mobility and design thinking.

Table of Contents

We use our Smart Enterprise ProcessesSM (SEP) a patented and highly granular approach to dramatically improving the performance of business processes to help our clients make their business processes more efficient and effective. SEPs, and their more recent evolution, Digital SEPs, combine Lean Six Sigma methodologies which reduce waste and inefficiency and improve process quality with design-thinking principles and our deep expertise in how businesses run. Our SEPs test the effectiveness of client processes using best-in-class benchmarks we have developed by mapping and analyzing hundreds of millions of client transactions across thousands of end-to-end business processes. In this way, we identify opportunities for improving client processes and technologies, and we apply our deep process knowledge, process-centric technology and digital products to transform them. The result: a customized, client-specific roadmap for maximizing process effectiveness.

Our Digital SEPs build on our SEP framework by adding domain-specific digital products and solutions that draw on our expertise in mobility, cloud, workflow, advanced visualization, robotics and machine learning.

In 2017 we launched Genpact Cora, an automation to AI-based platform that integrates our proprietary automation, analytics, and AI technologies into a single unified platform, drawing insights from our deep domain and operations expertise. Genpact Cora has a modular, interconnected mesh of technologies that help our clients hone in on their specific operational business challenges and tackle them from beginning to end.

Our Lean DigitalSM Innovation Centers help clients learn about new digital solutions that can address their specific business needs. Our innovation centers bring together clients, partners, and other industry leaders for brainstorming and hackathon-style workshops. As part of this process, we use design thinking to make the most of human capabilities, domain expertise, and innovative technology to create solutions that quickly and aptly address business needs. The result is often a quick-turnaround prototype that clients can install and test in their own environments.

Corporate Information

Genpact is a publicly traded exempted Bermuda company. Genpact's common shares are listed on the New York Stock Exchange under the symbol G. Genpact's registered office is located at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda, and Genpact's telephone number at such office is +1 (441) 294-8000. Genpact's website is www.genpact.com. The information and other content contained on Genpact's website is not part of this prospectus.

Table of Contents

The Exchange Offer

In this prospectus, the term "outstanding unregistered notes" refers to the \$350.0 million aggregate principal amount of 3.700% Senior Notes due 2022 that were issued in a private offering on March 27, 2017 (the "private offering"). The term "exchange notes" refers to the 3.700% Senior Notes due 2022 offered hereby, as registered under the Securities Act, and the term "notes" refers collectively to the outstanding unregistered notes and the exchange notes. In this subsection, "we," "us" and "our" refer only to the Issuer.

General

In connection with the private offering, we entered into a registration rights agreement (the "registration rights agreement") with the Parent Guarantor and the initial purchasers of the outstanding unregistered notes, pursuant to which we and the Parent Guarantor agreed, among other things, to complete the exchange offer within 455 days after the date of the private offering.

You are entitled to exchange in the exchange offer your outstanding unregistered notes for exchange notes, which are substantially identical to the outstanding unregistered notes except:

the exchange notes contain no restrictive legend thereon;

the exchange notes accrue interest from the last date on which interest was paid on the outstanding unregistered notes;

the exchange notes will contain no provisions relating to additional interest;

the exchange notes have been registered under the Securities Act; and

the exchange notes are not entitled to any registration rights that are applicable to the outstanding unregistered notes under the registration rights agreement.

The Exchange Offer

We are offering to exchange up to \$350.0 million aggregate principal amount of 3.700% Senior Notes due 2022, which have been registered under the Securities Act, for any and all of the outstanding unregistered 3.700% Senior Notes due 2022.

You may only exchange outstanding unregistered notes in denominations of \$2,000, and integral multiples of \$1,000 in excess thereof.

Subject to the satisfaction or waiver of specified conditions, we will exchange the exchange notes for all outstanding unregistered notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer. We will cause the exchange to be effected promptly after the expiration of the exchange offer.

Upon completion of the exchange offer, there may be no market for the outstanding unregistered notes, and you may have difficulty selling them to the extent that you do not tender all of your outstanding unregistered notes in the exchange offer.

Table of Contents

Resale

Based on interpretations by the staff of the SEC set forth in no-action letters issued to third parties referred to below, we believe that you may resell or otherwise transfer exchange notes issued in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act, if:

you are acquiring the exchange notes in the ordinary course of your business;

you do not have an arrangement or understanding with any person to participate in a distribution, as defined in the Securities Act, of the exchange notes;

you are not our affiliate, as defined in Rule 405 of the Securities Act; and

you are not engaged in, and do not intend to engage in, a distribution of the exchange notes.

If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaging in, intend to engage in, or have any arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are our affiliate, then:

you cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co., Inc.* (available June 5, 1991) and *Exxon Capital Holdings Corp.* (available May 13, 1988), as interpreted in the SEC's letter to *Shearman & Sterling* dated July 2, 1993, or similar no-action letters; and

in the absence of an exception from the position of the SEC stated in the first bullet point above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.

If you are a broker-dealer and receive exchange notes for your own account in exchange for outstanding unregistered notes that you acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus, as required by law, in connection with any resale or other transfer of the exchange notes that

you receive in the exchange offer. See Plan of Distribution.

Expiration Date

The exchange offer will expire at 12:00 a.m. midnight, New York City time, at the end of the day on _____, 2018, unless extended by us. We do not currently intend to extend the expiration date of the exchange offer.

Withdrawal

You may withdraw the tender of your outstanding unregistered notes at any time prior to the expiration of the exchange offer. We will return to you any of your outstanding unregistered notes that for any reason are not accepted for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.

Table of Contents

Interest on the Outstanding Unregistered Notes	No interest will be paid on outstanding unregistered notes that are tendered and accepted for exchange following their acceptance for exchange.
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, which we may assert or waive. The exchange offer is not conditioned upon the tender of any minimum principal amount of outstanding unregistered notes. See The Exchange Offer Conditions to the Exchange Offer.
Procedures for Tendering Outstanding Unregistered Notes	<p>If you wish to participate in the exchange offer, you must complete, sign and date the accompanying Letter of Transmittal, or a facsimile of the Letter of Transmittal, according to the instructions contained in this prospectus and the Letter of Transmittal. You must then mail or otherwise deliver the Letter of Transmittal, or a facsimile of the Letter of Transmittal, together with the outstanding unregistered notes and any other required documents, to the exchange agent at the address set forth on the cover page of the Letter of Transmittal. If you hold outstanding unregistered notes through The Depository Trust Company (DTC) and wish to participate in the exchange offer for the outstanding unregistered notes, you must comply with the Automated Tender Offer Program (ATOP) procedures of DTC by which you will agree to be bound by the Letter of Transmittal. By signing, or agreeing to be bound by, the Letter of Transmittal, you will represent to us that, among other things:</p> <p>any exchange notes to be received by you will be acquired in the ordinary course of your business;</p> <p>you have no arrangement or understanding with any person to participate, and you are not participating, in a distribution, as defined in the Securities Act, of the exchange notes;</p> <p>you are not our affiliate, as defined in Rule 405 of the Securities Act, or, if you are an affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;</p> <p>if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of the exchange notes;</p> <p>if you are a broker-dealer, you will receive exchange notes for your own account in exchange for outstanding unregistered notes that</p>

were acquired as a result of market-making or other trading activities and you will deliver a prospectus, as required by law, in connection with any resale or other transfer of such exchange notes; and

you are not acting on behalf of any person who, to your knowledge, could not truthfully make the foregoing representations.

Table of Contents

If you are not acquiring the exchange notes in the ordinary course of your business, or if you are engaged in, or intend to engage in, or have an arrangement or understanding with any person to participate in, a distribution of the exchange notes, or if you are our affiliate, then you cannot rely on the positions and interpretations of the staff of the SEC and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale or other transfer of the exchange notes.

Special Procedures for Beneficial Owners If you are a beneficial owner of outstanding unregistered notes that are held in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those outstanding unregistered notes in the exchange offer, you should contact such person promptly and instruct such person to tender those outstanding unregistered notes on your behalf.

Guaranteed Delivery Procedures If you wish to tender your outstanding unregistered notes and your outstanding unregistered notes are not immediately available or you cannot deliver your outstanding unregistered notes or any other documents required by the Letter of Transmittal or you cannot comply with the DTC procedures for book-entry transfer prior to the expiration date, then you must tender your outstanding unregistered notes according to the guaranteed delivery procedures set forth in this prospectus under The Exchange Offer Guaranteed Delivery Procedures.

Effect on Holders of Outstanding Unregistered Notes In connection with the sale of the outstanding unregistered notes, we and the Parent Guarantor entered into a registration rights agreement with the initial purchasers of the outstanding unregistered notes that grants the holders of outstanding unregistered notes registration rights. By consummating the exchange offer, we will have fulfilled most of our obligations under the registration rights agreement. Accordingly, upon consummation of the exchange offer, we will not be obligated to pay additional interest as described in the registration rights agreement. If you do not tender your outstanding unregistered notes in the exchange offer, you will continue to be entitled to all the rights, and subject to all the limitations, applicable to the outstanding unregistered notes as set forth in the Indenture, except that we will not have any further obligation to you to provide for the registration of the outstanding unregistered notes under the registration rights agreement and we will not be obligated to pay additional interest as described in the registration rights agreement.

All untendered outstanding unregistered notes will continue to be subject to the restrictions on transfer set forth in the outstanding unregistered

notes and in the Indenture. In general, the outstanding unregistered notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a

Table of Contents

transaction not subject to, the Securities Act. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding unregistered notes under the Securities Act.

To the extent that outstanding unregistered notes are tendered and accepted in the exchange offer, the trading market for outstanding unregistered notes could be adversely affected.

Material Tax Consequences

The exchange of outstanding unregistered notes for exchange notes in the exchange offer will not be a taxable event for United States federal income tax purposes. You should consult your own tax advisor to determine the U.S. federal and state, Luxembourg, Bermuda and other tax consequences of participating in the exchange offer. See **Material Luxembourg, Bermuda and U.S. Federal Income Tax Consequences.**

Use of Proceeds

We will not receive any cash proceeds from the issuance of exchange notes in the exchange offer. See **Use of Proceeds.**

Exchange Agent

Wells Fargo Bank, National Association, whose address and telephone number are set forth in the section captioned **The Exchange Offer Exchange Agent** of this prospectus, is the exchange agent for the exchange offer.

Table of Contents**The Exchange Notes**

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the outstanding unregistered notes and the exchange notes. The terms of the exchange notes to be issued in the exchange offer are identical in all material respects to the terms of the outstanding unregistered notes, except that the transfer restrictions, registration rights and additional interest provisions applicable to the outstanding unregistered notes will not apply to the exchange notes. In this subsection, we, us and our refer only to the Issuer.

Issuer	Genpact Luxembourg S.à r.l., a private limited liability company (<i>société à responsabilité limitée</i>) organized under the laws of Luxembourg and registered with the Luxembourg trade and company register under number B131.149.
Guarantee	The exchange notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Parent Guarantor. See Description of Notes Genpact Guarantee.
Notes Being Exchanged Hereby	\$350,000,000 aggregate principal amount of 3.700% Senior Notes due 2022.
Maturity Date	April 1, 2022.
Interest	Subject to Interest Rate Adjustment below, interest on the exchange notes will be payable semiannually in arrears on April 1 and October 1 of each year. The exchange notes will bear interest at 3.700% per year. Interest on the exchange notes will accrue from the most recent date on which interest on the corresponding outstanding unregistered notes has been paid.
Interest Rate Adjustment	The interest rate payable on the exchange notes will be subject to adjustment from time to time if either Moody's or S&P (or a substitute rating agency therefor) downgrades (or downgrades and subsequently upgrades) the credit rating assigned to the exchange notes. See Description of Notes Interest Rate Adjustment.
Ranking	The exchange notes and the guarantee thereof will be our and the Parent Guarantor's general unsecured senior indebtedness and will:

rank senior in right of payment to any of our and the Parent Guarantor's future obligations that are, by their terms, expressly subordinated in right of payment to the exchange notes or the guarantee thereof;

rank *pari passu* in right of payment to all of our and the Parent Guarantor's existing and future senior and unsecured indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the exchange notes or the guarantee thereof;

be effectively subordinated to all of our and the Parent Guarantor's existing and future secured indebtedness and other

Table of Contents

secured obligations to the extent of the value of the assets securing such indebtedness and other obligations; and

be structurally subordinated to all existing and future obligations and other liabilities (including trade payables) of each of the Parent Guarantor's subsidiaries (other than the Issuer), including the liabilities of certain subsidiaries pursuant to Genpact's senior credit facility.

As of December 31, 2017, Genpact had outstanding indebtedness of \$1,215.9 million, all of which was unsecured. As of December 31, 2017, the Parent Guarantor's subsidiaries (other than the Issuer) had total liabilities, including trade payables and liabilities under Genpact's senior credit facility (but excluding intercompany liabilities), of \$1.66 billion and total assets (excluding intercompany receivables) of \$3.44 billion. In addition, for the fiscal year ended December 31, 2017, the Parent Guarantor's subsidiaries (other than the Issuer) generated substantially all of Genpact's consolidated net income and total revenues and other income.

Redemption for Taxation Reasons

If we or the Parent Guarantor become obligated to pay any additional amounts as a result of any change in the law of certain relevant taxing jurisdictions that becomes effective after the date on which the exchange notes are issued (or the date the relevant taxing jurisdiction becomes applicable, if later), we may redeem the exchange notes at our option in whole, but not in part, at any time at a price equal to 100% of the principal amount thereof, plus additional amounts and any accrued and unpaid interest, if any, to, but not including, the date of redemption. See Description of Notes Redemption for Taxation Reasons.

Optional Redemption

We may redeem the exchange notes, in whole or in part, from time to time at our option, prior to March 1, 2022 (the date that is one month prior to the maturity of the exchange notes), at a price equal to 100% of the aggregate principal amount of the exchange notes to be redeemed plus a specified make-whole premium and accrued and unpaid interest, if any, to, but not including, the redemption date, and on or after March 1, 2022, at a price equal to 100% of the aggregate principal amount of the exchange notes to be redeemed plus accrued and unpaid interest, if any, to, but not including the redemption date. See Description of Notes Optional Redemption.

Change of Control Repurchase Event

If we experience a change of control repurchase event, we will be required to make an offer to purchase each holder's exchange notes at a

price of 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the date of purchase. See Description of Notes Repurchase at the Option of Holders on Certain Changes of Control.

Table of Contents

Certain Covenants	<p>The Indenture contains covenants that, among other things, restrict our ability, with significant exceptions, to:</p> <p style="padding-left: 40px;">incur debt secured by liens;</p> <p style="padding-left: 40px;">engage in certain sale and leaseback transactions; and</p> <p style="padding-left: 40px;">consolidate, merge, convey or transfer our assets substantially as an entirety.</p> <p>See Description of Notes Certain Covenants.</p>
Absence of Public Market for the Exchange Notes	<p>The exchange notes will be freely transferrable. However, the exchange notes are a new issue of securities for which there is no established trading market. The exchange notes will not be listed on any national securities exchange or any automated dealer quotation system. As a result, an active trading market for the exchange notes may not develop. See Risk Factors.</p>
Governing Law	<p>State of New York.</p>
Trustee	<p>Wells Fargo Bank, National Association.</p>
Risk Factors	<p>You should carefully consider the information set forth herein under Risk Factors in this prospectus and in Genpact's Form 10-K for the fiscal year ended December 31, 2017 incorporated by reference herein before deciding whether to invest in the exchange notes.</p>

Table of Contents

RISK FACTORS

You should carefully consider the following risk factors and all other information contained in this prospectus and in the documents incorporated by reference herein before tendering for exchange any outstanding unregistered notes. The risks and uncertainties described below are not the only risks facing us and your investment in the exchange notes. Additional risks and uncertainties that we are unaware of, or those we currently deem immaterial, also may become important factors that affect us. The following risks could materially and adversely affect our business, financial condition, cash flows or results of operations. In such a case, you may lose all or part of your original investment.

Risk Factors Incorporated by Reference

This prospectus incorporates by reference the risk factors contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on March 1, 2018. Investors should carefully consider the risk factors incorporated herein by reference in addition to the risk factors below before deciding to invest in the exchange notes.

Risks Related to the Exchange Offer

If you choose not to exchange your outstanding unregistered notes in the exchange offer, the transfer restrictions currently applicable to your outstanding unregistered notes will remain in force, and the market price of your outstanding unregistered notes could decline.

If you do not exchange your outstanding unregistered notes for exchange notes in the exchange offer, then you will continue to be subject to the transfer restrictions that apply to the outstanding unregistered notes as set forth in the offering memorandum distributed in connection with the private offering. In general, the outstanding unregistered notes may not be sold unless the sale is registered or exempt from, or not subject to, registration under the Securities Act. Except as required by the registration rights agreement, we do not intend to register resales of the outstanding unregistered notes under the Securities Act. You should refer to *The Exchange Offer Procedures for Tendering Outstanding Unregistered Notes* for information about how to tender your outstanding unregistered notes.

The tender of outstanding unregistered notes pursuant to the exchange offer will reduce the outstanding principal amount of the outstanding unregistered notes, which may have an adverse effect upon, and increase the volatility of, the market price of the outstanding unregistered notes due to reduction in liquidity.

Certain persons who participate in the exchange offer must deliver a prospectus in connection with resales of the exchange notes.

Based on interpretations of the staff of the SEC contained in *Exxon Capital Holdings Corp.*, SEC no-action letter (April 13, 1988), *Morgan Stanley & Co. Inc.*, SEC no-action letter (June 5, 1991) and *Shearman & Sterling*, SEC no-action letter (July 2, 1993), we believe that you may offer for resale, resell or otherwise transfer the exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act. However, in some instances described in this prospectus under *Plan of Distribution*, certain holders of exchange notes will remain obligated to comply with the prospectus delivery requirements of the Securities Act in order to transfer the exchange notes. If such a holder transfers any exchange notes without delivering a prospectus meeting the requirements of the Securities Act or without an applicable exemption from registration under the Securities Act, such a holder may incur liability under the Securities Act. We do not and will not assume, or indemnify such a holder against, this liability.

Table of Contents

Risks Related to the Exchange Notes

Payment of required principal and interest on the exchange notes will be dependent on cash flow generated by the Parent Guarantor's subsidiaries (other than the Issuer), which may be subject to limitations beyond our control.

The Parent Guarantor's subsidiaries (other than the Issuer) own substantially all of our assets and conduct substantially all of our operations. Accordingly, payment of principal and interest on the exchange notes will be dependent, to a significant extent, on the generation of cash flow by the Parent Guarantor's subsidiaries and their ability to make such cash available to us, by dividend or other payments. The Parent Guarantor's subsidiaries (other than the Issuer) do not have any obligation to pay amounts due on the exchange notes or to make funds available to the Issuer for that purpose. The Parent Guarantor's subsidiaries (other than the Issuer) may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of the exchange notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. In the event that we are unable to receive distributions from subsidiaries, we may be unable to make required principal and interest payments on the exchange notes.

If we default on our obligations to pay our other debt, we may not be able to make payments on the exchange notes.

Any default under the agreements governing our debt that is not waived by the required lenders or holders of such debt, and the remedies sought by the lenders or holders of such debt, could prevent us from paying principal and interest on the exchange notes and substantially decrease the market value of the exchange notes. If we are unable to generate sufficient cash flow or are otherwise unable to obtain funds necessary to make required payments of principal and interest on our debt, or if we otherwise fail to comply with the various covenants in the agreements governing our debt, we would be in default under the terms of the agreements governing such debt.

The exchange notes and the guarantee thereof will be structurally subordinated to all of the existing and future liabilities of the Parent Guarantor's subsidiaries (other than the Issuer), including trade payables and the liabilities of certain subsidiaries under our senior credit facility.

The Parent Guarantor's subsidiaries (other than the Issuer) will have no obligation, contingent or otherwise, to pay amounts due under the exchange notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. Claims of holders of the exchange notes will therefore be structurally subordinated to all of the existing and future liabilities, including trade payables, of any subsidiary (other than the Issuer) such that, in the event of an insolvency, liquidation, reorganization, dissolution or other winding-up of any subsidiary (other than the Issuer), all of that subsidiary's creditors (including trade creditors) would be entitled to payment in full before the holders of the exchange notes would be entitled to any payment. Claims of holders of the exchange notes will also be structurally subordinated to the liabilities of certain subsidiaries under our senior credit facility.

As of December 31, 2017, the Parent Guarantor's subsidiaries (other than the Issuer) had total liabilities, including trade payables and liabilities under our senior credit facility (but excluding intercompany liabilities), of approximately \$1.66 billion and total assets (excluding intercompany receivables) of approximately \$3.44 billion. In addition, for the fiscal year ended December 31, 2017, the Parent Guarantor's subsidiaries (other than the Issuer) generated substantially all of our consolidated net income and total revenues and other income.

The Indenture does not limit the amount of debt we or our subsidiaries may incur or restrict our ability to engage in other transactions that may adversely affect holders of the exchange notes.

The Indenture does not limit the amount of debt that we or our subsidiaries may incur. The Indenture does not contain any financial covenants or other provisions that would afford the holders of the exchange notes any

Table of Contents

substantial protection in the event we participate in a highly leveraged transaction. In addition, the Indenture does not limit our ability to pay dividends, make distributions or repurchase our common shares. As a result of the foregoing, when evaluating the terms of the exchange notes, you should be aware that the terms of the Indenture and the exchange notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the exchange notes.

There is no established trading market for the exchange notes.

The exchange notes are a new issue of securities for which there is no established trading market. We do not intend to apply for the listing of the exchange notes on any national securities exchange or any automated dealer quotation system. As a result, an active trading market for the exchange notes may not develop. If an active trading market does not develop or is not maintained for the exchange notes, the market price and liquidity of such exchange notes may be adversely affected. In that case, you may not be able to sell your exchange notes at a particular time or at a favorable price.

Changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect the market price or liquidity of the exchange notes.

Credit rating agencies rate our debt securities based on factors that include our operating results, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the rating agencies can include maintaining, upgrading or downgrading the current rating or placing us on a watch list for possible future downgrading. If the credit rating of the exchange notes is downgraded, or if we are placed on a watch list for possible future downgrading, you may not be able to resell your exchange notes without a substantial discount, and our cost of financing would increase. See Description of Notes Interest Rate Adjustment.

Because your right to require repurchase of the exchange notes is limited, the trading price of the exchange notes may decline if we enter into a transaction that is not a change of control repurchase event under the Indenture.

The term change of control repurchase event under the Indenture is limited and does not include every event that might cause the trading price of the exchange notes to decline. The right of the holders of the exchange notes to require the Issuer to repurchase the exchange notes upon a change of control repurchase event may not preserve the value of the exchange notes in the event of a highly leveraged transaction, reorganization, merger or similar transaction. We could engage in many types of transactions, such as acquisitions, refinancings or recapitalizations, any of which could substantially affect our capital structure and the value of the exchange notes but may not constitute a change of control repurchase event that permits holders to require the Issuer to repurchase their exchange notes. See Description of Notes Repurchase at the Option of Holders on Certain Changes of Control.

The Issuer may not be able to repurchase the exchange notes upon a change of control repurchase event.

Upon the occurrence of a change of control repurchase event, as defined in the Indenture, each holder of exchange notes will have the right to require the Issuer to repurchase all or any part of such holder's exchange notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but not including, the date of repurchase. If we experience a change of control repurchase event, we cannot assure you that the Issuer would have sufficient financial resources available to satisfy its obligations to repurchase the exchange notes. The Issuer's failure to repurchase the exchange notes as required under the Indenture would result in a default under the Indenture, which could result in defaults under the instruments governing our other indebtedness, including the acceleration of the payment of any borrowings thereunder, and have material adverse consequences for us and the holders of the exchange notes. See Description of Notes Repurchase at the Option of Holders on Certain Changes of Control.

Table of Contents

Holders of the exchange notes may not be able to determine when a change of control giving rise to their right to have the exchange notes repurchased has occurred following a sale of substantially all of our assets.

A change of control repurchase event, as defined in the Indenture, gives each holder of exchange notes the right to require the Issuer to make an offer to repurchase all or any part of such holder's exchange notes. One of the circumstances under which a change of control, which is a condition to a change of control repurchase event, may occur is upon the sale or disposition of all or substantially all of our assets. There is no precise established definition of the phrase "substantially all" under applicable law, and the interpretation of that phrase will likely depend upon particular facts and circumstances. Accordingly, the ability of a holder of exchange notes to require the Issuer to repurchase its exchange notes as a result of a sale of less than all of our assets to another person is uncertain.

Credit ratings on the exchange notes may not reflect all risks.

The outstanding unregistered notes and the exchange notes will, upon issuance, be publicly rated by one or more credit rating agencies. Any such ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above or incorporated by reference herein and other factors that may affect the value of the exchange notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised, suspended or withdrawn by the rating agency at any time.

Insolvency laws of Luxembourg or other local insolvency laws may preclude holders of the exchange notes from recovering payments due on the exchange notes and may not be as favorable to you as those of another jurisdiction with which you may be familiar.

The Issuer is a private limited liability company (*société à responsabilité limitée*) organized under the laws of Luxembourg. In the event that the Issuer experiences financial difficulty, it is not possible to predict with certainty in which jurisdiction or jurisdictions insolvency or similar proceedings would be commenced, or the outcome of such proceedings.

The insolvency laws of Luxembourg may not be as favorable to holders of exchange notes as insolvency laws of other jurisdictions with which investors may be familiar. The Issuer is organized and has (i) its central administration for the purposes of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the *Companies Act 1915*), and (ii) its center of main interests (*centre des intérêts principaux*), for the purposes of the Council Regulation (EU) 2015/848 of the European Parliament and of the Council of May 20, 2015 on insolvency proceedings (recast), as amended (the *EU Insolvency Regulation*), in Luxembourg. Accordingly, insolvency proceedings affecting the Issuer would be governed by Luxembourg insolvency laws.

The determination of where the Issuer has its center of main interests would be a question of fact. The courts would have to take into consideration a number of factors in determining the center of main interests of a debtor, including, in particular, where board meetings are held, the location where the debtor conducts the majority of its business or has its head office and the location where the majority of the debtor's creditors are established. A debtor's center of main interests is not a static concept and may change from time to time but is determined for the purposes of deciding which courts have competent jurisdiction to commence insolvency proceedings at the time of the filing of the insolvency petition.

U.S. investors in the exchange notes may have difficulties enforcing certain civil liabilities against us or the Issuer in the United States.

The Issuer is a private limited liability company (*société à responsabilité limitée*) organized under the laws of Luxembourg, and the Parent Guarantor is an exempted company organized under the laws of Bermuda. Substantially all of our assets and operations are located, and substantially all of our revenues are derived from, outside the United States. As a result, you may not be able obtain or enforce judgments from U.S. courts against

Table of Contents

us based on the civil liability provisions of the securities laws of the United States. In addition, there is some doubt as to whether the courts of Bermuda and other countries would recognize or enforce judgments of United States courts obtained against us or our directors or officers based on the civil liability or penal provisions of the federal or state securities laws of the United States or would hear actions against us or those persons based on those laws.

The United States and Luxembourg are not currently bound by a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitral awards rendered in civil and commercial matters. Similarly, the United States and Bermuda do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Some remedies available under the laws of U.S. jurisdictions, including some remedies available under the U.S. federal securities laws, may not be allowed in Luxembourg or Bermuda courts as contrary to that jurisdiction's public policy. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not based solely on United States federal or state securities laws, would not automatically be enforceable in Luxembourg or Bermuda (and may not be enforceable at all). Similarly, those judgments may not be enforceable in countries other than the United States.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our consolidated ratio of earnings to fixed charges for each of the periods indicated. You should read this table in conjunction with the consolidated financial statements and notes incorporated by reference in this prospectus.

	Three Months Ended March 31, 2018	Fiscal Year Ended December 31,				
		2017	2016	2015	2014	2013
Consolidated Ratio of Earnings to Fixed Charges	5.7x	6.8x	10.2x	6.7x	6.2x	6.8x

For purposes of calculating the ratio of earnings to fixed charges, earnings consists of income before income taxes, fixed charges, amortization of capitalized interest, adjusted for interest capitalized and noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charged. Fixed charges consist of interest expense, the amortization of debt issuance costs, an estimate of interest as a component of rental expense and interest on unrecognized tax benefits.

Table of Contents

USE OF PROCEEDS

The exchange offer is intended to satisfy our obligations under the registration rights agreement that we entered into in connection with the private offering of the outstanding unregistered notes. We will not receive any cash proceeds from the issuance of the exchange notes in the exchange offer. As consideration for issuing the exchange notes as contemplated by this prospectus, we will receive in exchange a like principal amount of outstanding unregistered notes, the terms of which are identical in all material respects to the terms of the exchange notes, except that the transfer restrictions, registration rights and additional interest provisions applicable to the outstanding unregistered notes will not apply to the exchange notes. The outstanding unregistered notes that are surrendered in exchange for the exchange notes will be retired and cancelled and cannot be reissued. As a result, the issuance of the exchange notes will not result in any change to our capitalization.

Table of Contents

THE EXCHANGE OFFER

General

The Issuer hereby offers to exchange a like principal amount of exchange notes for any or all outstanding unregistered notes on the terms and subject to the conditions set forth in this prospectus and the Letter of Transmittal. You may tender some or all of your outstanding unregistered notes pursuant to the exchange offer.

As of the date of this prospectus, \$350.0 million aggregate principal amount of 3.700% Senior Notes due 2022 that were issued in a private offering on March 27, 2017 are outstanding. This prospectus, together with the Letter of Transmittal, is first being sent to all holders of outstanding unregistered notes known to us on or about _____, 2018. The Issuer's obligation to accept outstanding unregistered notes for exchange pursuant to the exchange offer is subject to certain conditions set forth under _____ Conditions to the Exchange Offer _____ below. The Issuer currently expects that each of the conditions will be satisfied and that no waivers will be necessary.

Purpose and Effect of the Exchange Offer

We entered into a registration rights agreement with the initial purchasers of the outstanding unregistered notes pursuant to which we agreed to file a registration statement relating to an offer to exchange the outstanding unregistered notes for exchange notes. We also agreed to use our commercially reasonable efforts to cause this registration statement to be declared effective and to cause the exchange offer to be consummated within 455 days after the issue date. The exchange notes will have terms identical in all material respects to the terms of the outstanding unregistered notes, except that the exchange notes will not contain terms with respect to registration rights, additional interest for failure to fulfill certain of our obligations under the registration rights agreement and transfer restrictions.

Under the circumstances set forth below, we will use commercially reasonable efforts to cause the SEC to declare effective a shelf registration statement with respect to the resale of the outstanding unregistered notes within the time periods specified in the registration rights agreement and to keep the shelf registration statement effective for a period of one year (or for such longer period if extended pursuant to the registration rights agreement) from the issue date or such shorter period that will terminate when all the securities covered by such shelf registration statement (i) have been sold pursuant thereto or (ii) have been distributed to the public pursuant to Rule 144 under the Securities Act (the period during which a shelf registration statement is required to remain continuously effective, the shelf registration period _____). These circumstances include if:

changes in law or in applicable interpretations thereof by the staff of the SEC do not permit us to effect the exchange offer;

the exchange offer is not consummated within 455 days of the issue date (or, if the 455th day is not a business day, the first business day thereafter);

the initial purchasers so request with respect to outstanding unregistered notes that are not eligible to be exchanged for exchange notes in the exchange offer and held by them following consummation of the exchange offer; or

any holder (other than an exchanging broker-dealer or an affiliate) is not eligible to participate in the exchange offer or, in the case of any holder (other than an exchanging broker-dealer or an affiliate) that participates in the exchange offer, such holder does not receive freely tradeable exchange notes on the date of the exchange.

If we fail to comply with certain obligations under the registration rights agreement, we will be required to pay additional interest to holders of the outstanding unregistered notes required to be registered on a shelf registration statement.

Table of Contents

Each holder of outstanding unregistered notes that wishes to exchange its outstanding unregistered notes for exchange notes in the exchange offer will be required to represent to us that at the time of the consummation of the exchange offer:

any exchange notes to be received by such holder will be acquired in the ordinary course of its business;

such holder will have no arrangements or understanding with any person to participate, and is not participating, in a distribution, as defined in the Securities Act, of the outstanding unregistered notes or the exchange notes;

such holder is not an affiliate, as defined in Rule 405 of the Securities Act, of the Issuer or, if it is an affiliate, such holder will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;

if such holder is not a broker-dealer, it is not engaged in, and does not intend to engage in, a distribution of the exchange notes;

if such holder is a broker-dealer, it will receive exchange notes for its own account in exchange for outstanding unregistered notes that were acquired as a result of market-making or other trading activities and it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale or other transfer of such exchange notes (see Plan of Distribution);

it has full power and authority to tender, exchange, sell, assign and transfer the outstanding unregistered notes it is tendering, and we will acquire good, marketable and unencumbered title to such outstanding unregistered notes, free and clear of all security interests, liens, restrictions, charges and encumbrances or other obligations relating to their sale or transfer and not subject to any adverse claim when such outstanding unregistered notes are accepted by us; and

it is not acting on behalf of any person who, to its knowledge, could not truthfully make the foregoing representations.

Resale of Exchange Notes

Based on interpretations by the staff of the SEC as set forth in no-action letters issued to third parties referred to below, we believe that you may resell or otherwise transfer exchange notes issued in the exchange offer without complying with the registration and prospectus delivery provisions of the Securities Act, if:

you are acquiring the exchange notes in the ordinary course of your business;

you do not have an arrangement or understanding with any person to participate in a distribution, as defined in the Securities Act, of the exchange notes;

you are not an affiliate, as defined in Rule 405 of the Securities Act, of the Issuer; and

you are not engaged in, and do not intend to engage in, a distribution of the exchange notes.

The Issuer has not entered into any arrangement or understanding with any person who will receive exchange notes in the exchange offer to distribute such exchange notes following completion of the exchange offer, and the Issuer is not aware of any person that will participate in the exchange offer with a view to distribute the exchange notes. If you are an affiliate of the Issuer, or are engaging in, or intend to engage in, or have any arrangement or understanding with any person to participate in, a distribution of the exchange notes, or are not acquiring the exchange notes in the ordinary course of your business, then:

you cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co., Inc.* (available June 5, 1991) and *Exxon Capital Holdings Corp.* (available May 13, 1988), as interpreted in the SEC's letter to *Shearman & Sterling* dated July 2, 1993, or similar no-action letters; and

Table of Contents

in the absence of an exception to the position stated immediately above, you must (i) comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes and (ii) be identified as an underwriter in the prospectus.

This prospectus may be used for an offer to resell, for the resale or for other retransfer of exchange notes only as specifically set forth in this prospectus. With regard to broker-dealers, only broker-dealers that acquired the outstanding unregistered notes as a result of market-making activities or other trading activities may participate in the exchange offer. Each broker-dealer that receives exchange notes for its own account in exchange for outstanding unregistered notes where such outstanding unregistered notes were acquired by such broker dealer as a result of market-making activities or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. Please read Plan of Distribution for more details regarding the transfer of exchange notes.

Terms of the Exchange Offer

On the terms and subject to the conditions set forth in this prospectus and in the Letter of Transmittal, we will accept for exchange in the exchange offer outstanding unregistered notes that are validly tendered and not validly withdrawn prior to the expiration date. Outstanding unregistered notes may only be tendered in denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000. We will issue \$2,000 principal amount, or an integral multiple of \$1,000, of exchange notes in exchange for a corresponding principal amount of outstanding unregistered notes surrendered in the exchange offer.

The terms of the exchange notes will be substantially identical to the terms of the outstanding unregistered notes, except that the exchange notes will not contain terms with respect to registration rights, additional interest for failure to fulfill certain of our obligations under the registration rights agreement or transfer restrictions. The exchange notes will evidence the same debt as the outstanding unregistered notes. The exchange notes will be issued under and entitled to the benefits of the Indenture. The exchange notes and the outstanding unregistered notes will constitute a single class for all purposes under the Indenture. For a description of the Indenture, please see Description of Notes.

On the terms and subject to the conditions set forth in this prospectus and the Letter of Transmittal, the Parent Guarantor offers to issue a new guarantee with respect to all exchange notes issued in the exchange offer. Throughout this prospectus, unless the context otherwise requires and whether so expressed or not, references to the exchange offer include the Parent Guarantor's offer to exchange the new guarantee of the exchange notes for the old guarantee of the outstanding unregistered notes, references to the exchange notes include the new guarantee thereof and references to the outstanding unregistered notes include the old guarantee thereof.

The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding unregistered notes being tendered for exchange.

As of the date of this prospectus, \$350.0 million aggregate principal amount of notes that were issued in the private offering on March 27, 2017 are outstanding. This prospectus and the Letter of Transmittal are being sent to all registered holders of outstanding unregistered notes. There will be no fixed record date for determining registered holders of outstanding unregistered notes entitled to participate in the exchange offer.

We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement, the applicable requirements of the Securities Act and the Exchange Act and the rules and regulations of the SEC. Outstanding unregistered notes that are not tendered for exchange in the exchange offer will remain outstanding and continue to accrue interest and will be entitled to the rights and benefits that such holders have under the Indenture, except for any rights under the registration rights agreement that by their terms terminate upon the consummation of

the exchange offer.

Table of Contents

We will be deemed to have accepted for exchange properly tendered outstanding unregistered notes when we have given oral (promptly confirmed in writing) or written notice of the acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders for the purposes of receiving the exchange notes from us and delivering exchange notes to holders. Subject to the terms of the registration rights agreement, we expressly reserve the right to amend or terminate the exchange offer and to refuse to accept outstanding unregistered notes not previously accepted for exchange due to the failure of any of the conditions specified below under **Conditions to the Exchange Offer**.

Holders who tender outstanding unregistered notes in the exchange offer will not be required to pay brokerage commissions or fees or, subject to the instructions in the Letter of Transmittal, transfer taxes with respect to the exchange of outstanding unregistered notes. We will pay all charges and expenses, other than certain applicable taxes described below, in connection with the exchange offer. It is important that you read **Fees and Expenses** below for more details regarding fees and expenses incurred in the exchange offer.

Expiration Date, Extensions and Amendments

As used in this prospectus, the term **expiration date** means 12:00 a.m. midnight, New York City time, at the end of the day on _____, 2018. However, if we, in our sole discretion, extend the period of time for which the exchange offer is open, the term **expiration date** will mean the latest time and date to which we shall have extended the expiration of the exchange offer.

To extend the period of time during which the exchange offer is open, we will notify the exchange agent of any extension in writing, followed by notification to the registered holders of the outstanding unregistered notes, no later than 9:00 a.m., New York City time, on the business day after the previously scheduled expiration date.

We reserve the right, in our sole discretion:

to delay accepting for exchange any outstanding unregistered notes (only if we amend or extend the exchange offer);

to extend the exchange offer or to terminate the exchange offer and to refuse to accept outstanding unregistered notes not previously accepted for exchange if any of the conditions set forth below under **Conditions to the Exchange Offer** has not been satisfied, by giving oral or written notice of such delay, extension or termination to the exchange agent; and

subject to the terms of the registration rights agreement, to amend the terms of the exchange offer in any manner.

Any delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by written notice to the registered holders of the outstanding unregistered notes. If we amend the exchange offer in a manner that we determine to constitute a material change, including the waiver of a material condition, we will promptly disclose the amendment by press release or other public announcement as required by Rule 14e-1(d) of the Exchange Act and will extend the offer period if necessary so that at least five business days remain in the exchange offer following notice of the material change.

Conditions to the Exchange Offer

Despite any other term of the exchange offer, we will not be required to accept for exchange, or to issue exchange notes in exchange for, any outstanding unregistered notes, and we may terminate or amend the exchange offer as provided in this prospectus before accepting any outstanding unregistered notes for exchange, if:

the exchange offer, or the making of any exchange by a holder of outstanding unregistered notes, violates any applicable law or interpretation thereof by the staff of the SEC;

Table of Contents

any action or proceeding shall have been instituted or threatened in any court or by any governmental agency that might materially impair our ability to proceed with the exchange offer, or any material adverse development shall have occurred in any existing action or proceeding with respect to us; or

all governmental approvals shall not have been obtained, which approvals we deem necessary for the consummation of the exchange offer.

In addition, we will not be obligated to accept for exchange the outstanding unregistered notes of any holder that has not made to us:

the representations described under Purpose and Effect of the Exchange Offer ; and

any other representations as may be reasonably necessary under applicable SEC rules, regulations or interpretations to make available to us an appropriate form for registration of the exchange notes under the Securities Act.

We expressly reserve the right at any time or at various times to extend the period of time during which the exchange offer is open. Consequently, we may delay acceptance of any outstanding unregistered notes by notice, press release or other public announcement as required by Rule 14e-1(d) of the Exchange Act of such extension to their holders. During any such extensions, all outstanding unregistered notes previously tendered will remain subject to the exchange offer, and we may accept them for exchange. We will return any outstanding unregistered notes that we do not accept for exchange for any reason without expense to their tendering holder promptly after the expiration or termination of the exchange offer.

We expressly reserve the right to amend or terminate the exchange offer and to reject for exchange any outstanding unregistered notes not previously accepted for exchange upon the occurrence of any of the conditions to the exchange offer specified above. We will give notice by press release or other public announcement as required by Rule 14e-1(d) of the Exchange Act of any extension, amendment, non-acceptance or termination to the holders of the outstanding unregistered notes. In the case of any extension, such notice will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled expiration date.

These conditions are for our sole benefit, and we may assert them, regardless of the circumstances that may give rise to them so long as such circumstances do not arise due to our action or inaction, or waive them in whole or in part at any or at various times in our sole discretion. If we fail at any time to exercise any of the foregoing rights, this failure will not constitute a waiver of such right. Each such right will be deemed an ongoing right that we may assert at any time or at various times.

Approvals

Other than the registration of the exchange notes under the Securities Act and the qualification of the Trustee (as defined below) and the Indenture under the Trust Indenture Act of 1939 (the Trust Indenture Act), there are no federal or state regulatory requirements that must be complied with prior to the commencement of the exchange offer.

Procedures for Tendering Outstanding Unregistered Notes

Only a holder of outstanding unregistered notes may tender its outstanding unregistered notes in the exchange offer. To tender outstanding unregistered notes in the exchange offer, a holder must comply with either of the following:

complete, sign and date the Letter of Transmittal or a facsimile of the Letter of Transmittal, have the signature on the Letter of Transmittal guaranteed if required by the Letter of Transmittal and mail or deliver such Letter of Transmittal or facsimile to the exchange agent prior to the expiration date; or

DTC's ATOP procedures described below.

Table of Contents

In addition, prior to the expiration date, either:

the exchange agent must receive outstanding unregistered notes along with the Letter of Transmittal; or

the exchange agent must receive a timely confirmation of a book-entry transfer (a book-entry confirmation) of outstanding unregistered notes into the exchange agent's account at DTC according to the procedure for book-entry transfer described below or a properly transmitted agent's message, as defined below; or

the holder must comply with the guaranteed delivery procedures described below.

To be tendered effectively, the exchange agent must receive any physical delivery of the Letter of Transmittal and other required documents at the address set forth below under Exchange Agent prior to the expiration date.

A tender to us that is not withdrawn prior to the expiration date constitutes an agreement between us and the tendering holder upon the terms and subject to the conditions described in this prospectus and in the Letter of Transmittal.

The method of delivery of outstanding unregistered notes, the Letter of Transmittal and all other required documents to the exchange agent is at the holder's election and risk. Rather than mail these items, we recommend that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery to the exchange agent before the expiration date. Holders should not send Letters of Transmittal or certificates representing outstanding unregistered notes to us. Holders may request that their respective brokers, dealers, commercial banks, trust companies or other nominees effect the above transactions for them.

If you are a beneficial owner whose outstanding unregistered notes are held in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to participate in the exchange offer, you should promptly contact such party and instruct such person to tender outstanding unregistered notes on your behalf. If you are a beneficial owner and you wish to tender your outstanding unregistered notes on your own behalf, you must, prior to completing and executing the Letter of Transmittal and delivering your outstanding unregistered notes, either make appropriate arrangements to register ownership of the outstanding unregistered notes in your own name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.

You must make these arrangements or follow these procedures before completing and executing the Letter of Transmittal and delivering the outstanding unregistered notes.

Signatures on the Letter of Transmittal or a notice of withdrawal, as the case may be, must be guaranteed by an eligible institution (as defined below), unless the outstanding unregistered notes surrendered for exchange are being or were tendered:

by a registered holder of the outstanding unregistered notes who has not completed the box entitled Special Registration Instructions or Special Delivery Instructions on the Letter of Transmittal; or

for the account of an eligible institution.

In the event that signatures on a Letter of Transmittal or a notice of withdrawal, as the case may be, are required to be guaranteed, such guarantee must be by a financial institution (including most banks, savings and loan associations and brokerage houses) that is a participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchanges Medallion Program (each such entity, an eligible institution).

Table of Contents

If the applicable Letter of Transmittal is signed by a person other than the registered holder of any outstanding unregistered notes listed on the outstanding unregistered notes, such outstanding unregistered notes must be endorsed or accompanied by a properly completed bond power. The bond power must be signed by the registered holder as the registered holder's name appears on the outstanding unregistered notes, and an eligible institution must guarantee the signature on the bond power.

If the applicable Letter of Transmittal or any certificates representing outstanding unregistered notes or bond powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, those persons should also so indicate when signing and, unless waived by us, they should also submit evidence satisfactory to us of their authority to so act.

Any financial institution that is a participant in DTC's system may, instead of physically completing and signing the Letter of Transmittal and delivering it to the exchange agent, electronically transmit their tender of outstanding unregistered notes in the exchange offer by causing DTC to transfer their outstanding unregistered notes into the exchange agent's DTC account in accordance with DTC's electronic ATOP procedures for such transfer, as set forth below under the caption "Book-Entry Delivery Procedures."

Each broker-dealer that receives exchange notes for its own account in exchange for outstanding unregistered notes that were acquired by such broker-dealer as a result of market-making activities or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See "Plan of Distribution."

Acceptance of Exchange Notes

In all cases, we will promptly issue exchange notes for outstanding unregistered notes that we have accepted for exchange only after the exchange agent timely receives:

outstanding unregistered notes or a timely book-entry confirmation of such outstanding unregistered notes into the exchange agent's account at the applicable book-entry transfer facility; and

a properly completed and duly executed Letter of Transmittal and all other required documents or a properly transmitted agent's message.

By tendering outstanding unregistered notes pursuant to the exchange offer, you will represent to us that, among other things:

any exchange notes to be received by you will be acquired in the ordinary course of your business;

you have no arrangements or understanding with any person to participate, and are not participating, in a distribution, as defined in the Securities Act, of the outstanding unregistered notes or the exchange notes;

you are not an affiliate, as defined in Rule 405 of the Securities Act, of the Issuer, or if you are an affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of the exchange notes;

if you are a broker-dealer that will receive exchange notes for your own account in exchange for outstanding unregistered notes that were acquired as a result of market-making or other trading activities, you will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale or other transfer of such exchange notes (see Plan of Distribution);

you have full power and authority to tender, exchange, sell, assign and transfer the outstanding unregistered notes you are tendering, and we will acquire good, marketable and unencumbered title to

Table of Contents

such outstanding unregistered notes, free and clear of all security interests, liens, restrictions, charges and encumbrances or other obligations relating to their sale or transfer and not subject to any adverse claim when such outstanding unregistered notes are accepted by us; and

you are not acting on behalf of any person who, to your knowledge, could not truthfully make the foregoing representations.

The applicable Letter of Transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution.

We will interpret the terms and conditions of the exchange offer, including the Letters of Transmittal and the instructions to the Letters of Transmittal, and will resolve all questions as to the validity, form, eligibility, including time of receipt, and acceptance of outstanding unregistered notes tendered for exchange. Our determinations in this regard will be final and binding on all parties. We reserve the absolute right to reject any and all tenders of any particular outstanding unregistered notes not properly tendered or if acceptance of such outstanding unregistered notes might, in our or our counsel's judgment, be unlawful. We also reserve the absolute right to waive any defects or irregularities as to any tender of any particular outstanding unregistered notes prior to the expiration date.

Unless waived, any defects or irregularities in connection with tenders of outstanding unregistered notes for exchange must be cured within such reasonable period of time as we determine. Neither we nor the exchange agent nor any other person will be under any duty to give notification of any defect or irregularity with respect to any tender of outstanding unregistered notes for exchange, nor will we or any of them incur any liability for any failure to give notification. Any outstanding unregistered notes received by the exchange agent that are not properly tendered and as to which the irregularities have not been cured or waived will be returned by the exchange agent to the tendering holder, unless otherwise provided in the applicable Letter of Transmittal, promptly after the expiration date.

Book-Entry Delivery Procedures

Promptly after the date of this prospectus, the exchange agent will establish an account with respect to the outstanding unregistered notes at DTC, as the book-entry transfer facility, for purposes of the exchange offer. Any financial institution that is a participant in DTC's system may make book-entry delivery of the outstanding unregistered notes by causing DTC to transfer those outstanding unregistered notes into the exchange agent's account at DTC in accordance with DTC's ATOP procedures for such transfer. To be timely, book-entry delivery of outstanding unregistered notes requires receipt of a book-entry confirmation prior to the expiration date. In addition, although delivery of outstanding unregistered notes may be effected through book-entry transfer into the exchange agent's account at DTC, the applicable Letter of Transmittal or a manually signed facsimile thereof, together with any required signature guarantees and any other required documents, or an agent's message, as defined below, in connection with a book-entry transfer, must, in any case, be delivered or transmitted to and received by the exchange agent at its address set forth below under the caption Exchange Agent prior to the expiration date, or the guaranteed delivery procedure described below must be complied with. The term agent's message means a message transmitted by DTC and received by the exchange agent and forming part of the book-entry confirmation of the electronic tender, that states that DTC has received an express acknowledgment from a participant in its ATOP that is tendering outstanding unregistered notes that are the subject of the book-entry confirmation that:

the participant has received and agrees to be bound by the terms of the Letter of Transmittal or, in the case of an agent's message relating to guaranteed delivery, such participant has received and agrees to be bound by the applicable notice of guaranteed delivery; and

we may enforce that agreement against such participant.

Table of Contents

Tender will not be deemed made until such documents are, or an agent's message is, received by the exchange agent. Delivery of documents to DTC does not constitute delivery to the exchange agent.

Guaranteed Delivery Procedures

If you wish to tender your outstanding unregistered notes, but your outstanding unregistered notes are not immediately available or you cannot deliver your outstanding unregistered notes or any other required documents to the exchange agent or comply with the applicable procedures under DTC's ATOP prior to the expiration date, you may still tender if:

the tender is made through an eligible institution ;

prior to the expiration date, the exchange agent receives from such eligible institution either: (i) a properly completed and duly executed Letter of Transmittal, or facsimile thereof, and notice of guaranteed delivery, by facsimile transmission, mail or hand delivery or (ii) a properly transmitted agent's message and notice of guaranteed delivery that (a) sets forth your name and address, the certificate number(s) of such outstanding unregistered notes and the principal amount of outstanding unregistered notes tendered; (b) states that the tender is being made by that notice of guaranteed delivery and (c) guarantees that, within three New York Stock Exchange trading days after the expiration date, the outstanding unregistered notes or a book-entry confirmation, and any other documents required by the Letter of Transmittal, will be deposited by the eligible institution with the exchange agent; and

the exchange agent receives the certificate(s) representing all tendered outstanding unregistered notes in proper form for transfer or a book-entry confirmation of transfer of the outstanding unregistered notes into the exchange agent's account at DTC, and all other documents required by Letter of Transmittal within three New York Stock Exchange trading days after the expiration date.

Upon request, the exchange agent will send to you a notice of guaranteed delivery if you did not receive one and you wish to tender your outstanding unregistered notes according to the guaranteed delivery procedures.

Withdrawal Rights

Except as otherwise provided in this prospectus, you may withdraw your tender of outstanding unregistered notes at any time prior to 12:00 a.m. midnight, New York City time, at the end of the day on the expiration date. For a withdrawal to be effective:

the exchange agent must receive a written notice of withdrawal, which may be by telegram, telex, facsimile or letter; or

you must comply with the appropriate procedures of DTC's ATOP system;
Any notice of withdrawal must:

specify the name of the person who tendered the outstanding unregistered notes to be withdrawn;

identify the outstanding unregistered notes to be withdrawn, including the certificate numbers and principal amount of the outstanding unregistered notes to be withdrawn; and

where certificates for outstanding unregistered notes have been transmitted, specify the name in which such outstanding unregistered notes were registered, if different from that of the withdrawing holder.

If certificates for outstanding unregistered notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of such certificates, you must also submit:

the serial numbers of the particular certificates to be withdrawn; and

Table of Contents

a signed notice of withdrawal with signatures guaranteed by an eligible institution (unless you are an eligible institution).

If outstanding unregistered notes have been tendered pursuant to the procedures for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at the applicable book-entry transfer facility to be credited with the withdrawn outstanding unregistered notes and otherwise comply with the procedures of the facility. We will determine all questions as to the validity, form and eligibility, including time of receipt, of notices of withdrawal, and our determination will be final and binding on all parties. Any outstanding unregistered notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any outstanding unregistered notes that have been tendered for exchange but that are not exchanged for any reason will be returned to their holder, without cost to the holder, or, in the case of book-entry transfer, the outstanding unregistered notes will be credited to an account at the applicable book-entry transfer facility, promptly after withdrawal, rejection of tender or termination of the applicable exchange offer. Properly withdrawn outstanding unregistered notes may be retendered by following the procedures described under Procedures for Tendering Outstanding Unregistered Notes above at any time on or prior to the expiration date.

Exchange Agent

Wells Fargo Bank, National Association has been appointed as the exchange agent for the exchange offer. Wells Fargo Bank, National Association also acts as trustee under the Indenture. You should direct all executed Letters of Transmittal and all questions and requests for assistance with respect to tendering procedures, requests for additional copies of this prospectus or of the Letters of Transmittal and requests for notices of guaranteed delivery to the exchange agent addressed as follows:

By Mail, Hand or Overnight Delivery:

BondHolder Communications

Wells Fargo Bank, N.A.

Corporate Trust Operations

MAC N9300-070

600 South Fourth Street

Minneapolis, MN 55402

By Facsimile:

(612) 667-6282

For Information or Confirmation by Telephone:

(800) 344-5128

By Electronic Mail:

bondholdercommunications@wellsfargo.com

If you deliver the Letter of Transmittal to an address other than the one set forth above or transmit instructions via facsimile other than as set forth above, that delivery or those instructions will not be effective.

Fees and Expenses

The registration rights agreement provides that we will bear all expenses in connection with the performance of our obligations relating to the registration of the exchange notes and the conduct of the exchange offer. These expenses include registration and filing fees, accounting and legal fees and printing costs, among others. We will pay the exchange agent's reasonable and customary fees for its services and reasonable out-of-pocket expenses. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for customary mailing and handling expenses incurred by them in forwarding this prospectus and related documents to their clients that are holders of outstanding unregistered notes and for handling or tendering for such clients.

We have not retained any dealer manager in connection with the exchange offer and will not pay any fee or commission to any broker, dealer, nominee or other person, other than the exchange agent, for soliciting tenders of outstanding unregistered notes pursuant to the exchange offer.

Table of Contents

Accounting Treatment

We will record the exchange notes in our accounting records at the same carrying value as the outstanding unregistered notes, which is the aggregate principal amount as reflected in our accounting records on the date of exchange. Accordingly, we will not recognize any gain or loss for accounting purposes upon the consummation of the exchange offer. We will record the expenses of the exchange offer as incurred.

Transfer Taxes

We will pay all transfer taxes, if any, applicable to the exchanges of outstanding unregistered notes pursuant to the exchange offer. The tendering holder, however, will be required to pay any transfer taxes, whether imposed on the registered holder or any other person, if:

certificates representing outstanding unregistered notes for principal amounts not tendered or accepted for exchange are to be delivered to, or are to be issued in the name of, any person other than the registered holder of outstanding unregistered notes tendered;

tendered outstanding unregistered notes are registered in the name of any person other than the person signing the Letter of Transmittal; or

a transfer tax is imposed for any reason other than the exchange of outstanding unregistered notes pursuant to the exchange offer.

If satisfactory evidence of payment of such taxes is not submitted with the Letter of Transmittal, the amount of such transfer taxes will be billed to that tendering holder.

Consequences of Failure to Exchange

If you do not exchange your outstanding unregistered notes for exchange notes pursuant to the exchange offer, your outstanding unregistered notes will remain subject to the restrictions on transfer of such outstanding unregistered notes as set forth in the legend printed on the outstanding unregistered notes as a consequence of the issuance of the outstanding unregistered notes pursuant to the exemptions from, or in transactions not subject to, the registration requirements of the Securities Act.

In general, you may not offer or sell your outstanding unregistered notes unless they are registered under the Securities Act or if the offer or sale is exempt from, or otherwise not subject to, registration under the Securities Act. Except as required by the registration rights agreement, we do not intend to register resales of the outstanding unregistered notes under the Securities Act.

Other

Participating in the exchange offer is voluntary, and you should carefully consider whether to accept. You are urged to consult your financial and tax advisors in making your own decision on what action to take.

We may in the future seek to acquire untendered outstanding unregistered notes in open market or privately negotiated transactions, through a subsequent exchange offer or otherwise. We have no present plans to acquire any outstanding unregistered notes that are not tendered in the exchange offer or to file a registration statement to permit resales of any untendered outstanding unregistered notes.

Table of Contents

DESCRIPTION OF NOTES

On March 27, 2017, we completed the private offering of \$350,000,000 aggregate principal amount of 3.700% Senior Notes due 2022 (the *Outstanding Unregistered Notes*). As part of that offering, the Issuer, the Parent Guarantor and the initial purchasers of the Outstanding Unregistered Notes entered into a registration rights agreement pursuant to which we agreed, among other things, to exchange the Outstanding Unregistered Notes for new notes registered under the Securities Act of 1933, as amended (the *Securities Act*), with terms substantially identical to the terms of the Outstanding Unregistered Notes (the *Exchange Notes*).

The Issuer issued the Outstanding Unregistered Notes, and will issue the Exchange Notes, under an indenture dated March 27, 2017, as supplemented by a first supplemental indenture (such indenture, together with such supplemental indenture, the *Indenture*), among the Issuer, the Parent Guarantor and Wells Fargo Bank, National Association, as trustee (the *Trustee*).

Unless the context otherwise requires, references to the notes in this Description of Notes include the Outstanding Unregistered Notes and the Exchange Notes. Any Outstanding Unregistered Notes that remain outstanding after completion of the exchange offer, together with the Exchange Notes issued in such exchange offer, will be treated as a single class of securities under the Indenture. The terms of the Exchange Notes are substantially identical to the terms of the Outstanding Unregistered Notes, except that the Exchange Notes will not contain terms with respect to registration rights, additional interest for failure to fulfill certain of our obligations under the registration rights agreement and transfer restrictions.

The terms of the notes include those stated in the Indenture and those made part of the Indenture by reference to the Trust Indenture Act.

The following Description of Notes is a summary of the material terms of the Indenture, the Parent Guarantee (as defined below) and the notes. You should read the Indenture and the notes for more details regarding our and the Parent Guarantor's obligations and your rights with respect to the notes because they, and not this Description of Notes, define your rights as holders of the notes. In this Description of Notes, all references to the Issuer, we, our us mean Genpact Luxembourg S.à r.l. only, and the term Securities refers to all securities issuable from time to time under the Indenture, including securities that may be issued after the issuance of the notes.