

ExlService Holdings, Inc.
Form 4
February 09, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAGAI PAVAN

(Last) (First) (Middle)
280 PARK AVENUE
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 02/07/2016 | | M | 5,000 | A | 11 | 96,281 | D |
| Common Stock, par value \$0.001 per share | 02/07/2016 | | F | 1,731 | D | 44.49 | 94,550 | D |
| Common Stock, par value \$0.001 per share | 02/08/2016 | | M | 6,900 | A | 11 | 101,450 | D |

value
\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|---|-------|---|--------------------|--------|---|
| Common Stock, par value | 02/08/2016 | F | 2,388 | D | \$ 44.49 (3) | 99,062 | D |
|-------------------------------|------------|---|-------|---|--------------------|--------|---|

| | | | | | | | |
|-------------------------------|------------|---|-----|---|-----|--------|---|
| Common Stock, par value | 02/08/2016 | M | 461 | A | (1) | 99,523 | D |
|-------------------------------|------------|---|-----|---|-----|--------|---|

| | | | | | | | |
|-------------------------------|------------|---|-----|---|--------------------|--------|---|
| Common Stock, par value | 02/08/2016 | F | 160 | D | \$ 44.49 (3) | 99,363 | D |
|-------------------------------|------------|---|-----|---|--------------------|--------|---|

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/07/2016 | | M | 5,000 | (4) (4) | Common Stock, par value \$0.001 per share | 5,000 |
| Restricted Stock Units | (1) | 02/08/2016 | | M | 6,900 | (5) (5) | Common Stock, par value | 6,900 |

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