

ExlService Holdings, Inc.
Form 4
March 21, 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 *
Kapoor Rohit

(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)
03/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Vice Chairman

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 03/17/2016 | | M ⁽¹⁾ | | 30,000 | A | \$ 11.875 |
| Common Stock, par value \$0.001 per share | 03/17/2016 | | S ⁽²⁾ | | 30,000 | D | \$ 49.5 |
| Common Stock, par | | | | | 40,219 | I | See Footnote |

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| | | | | | | | |
|---|--|--|--|--|---------|---|------------------------|
| value \$0.001 per share | | | | | | | (4) |
| Common Stock, par value \$0.001 per share | | | | | 333,185 | I | See Footnote (5) |
| Common Stock, par value \$0.001 per share | | | | | 177,134 | I | See Footnote (6) |
| Common Stock, par value \$0.001 per share | | | | | 84,000 | I | See Footnote (7) |
| Common Stock, par value \$0.001 per share | | | | | 84,000 | I | See Footnote (8) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to | \$ 11.875 | 03/17/2016 | | M ⁽¹⁾ | 30,000 | ⁽⁹⁾ 07/26/2016 | Common Stock, par value \$0.001 | 30,000 |

buy)

per share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kapoor Rohit 280 PARK AVENUE NEW YORK, NY 10017 | X | | CEO & Vice Chairman | |

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact

03/21/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 17, 2016 the reporting person exercised previously issued options to purchase an aggregate of 30,000 shares of common stock of ExlService Holdings, Inc.
 - (2) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
 - (3) Owned by Rohit Kapoor.
 - (4) Owned by the Rohit Kapoor 2013 Grantor Retained Annuity Trust.
 - (5) Owned by the Rohit Kapoor 2012 Family Trust.
 - (6) Owned by the Rohit Kapoor 2005 Grantor Retained Annuity Trust.
 - (7) Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
 - (8) Owned by the Shikha Kapoor 2005 Family Trust.
 - (9) 18,283 of these options were fully vested and exercisable.

Remarks:

Mr. Oseni is the Company's Head of Administration and Accounts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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