

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
**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  
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/07/2016		M		9,375	A	11	256,807	D	(2)
Common Stock, par value \$0.001 per share	02/08/2016		M		18,750	A	11	275,557	D	(2)
Common Stock, par	02/08/2016		M		674	A	11	276,231	D	(2)

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value \$0.001 per share						
Common Stock, par value \$0.001 per share	40,219	I				See footnote <u>(3)</u>
Common Stock, par value \$0.001 per share	333,185	I				See footnote <u>(4)</u>
Common Stock, par value \$0.001 per share	177,134	I				See footnote <u>(5)</u>
Common Stock, par value \$0.001 per share	84,000	I				See footnote <u>(6)</u>
Common Stock, par value \$0.001 per share	84,000	I				See footnote <u>(7)</u>

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

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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)	8. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Restricted Stock Units	(1)	02/07/2016	M	9,375	(8)	(8)	Common Stock, par value \$0.001 per share	9,375
Restricted Stock Units	(1)	02/08/2016	M	18,750	(9)	(9)	Common Stock, par value \$0.001 per share	18,750
Restricted Stock Units	(1)	02/08/2016	M	674	(10)	(10)	Common Stock, par value \$0.001 per share	674

## 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

02/09/2016

\_\_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) Restricted stock units of ExlService Holdings, Inc. convert into common stock, par value \$0.001 per share on a one-for-one basis.
- (2) Owned by Rohit Kapoor.
- (3) Owned by the Rohit Kapoor 2013 Grantor Retained Annuity Trust.
- (4) Owned by the Rohit Kapoor 2012 Family Trust.
- (5) Owned by the Rohit Kapoor 2005 Grantor Retained Annuity Trust.
- (6) Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
- (7) Owned by the Shikha Kapoor 2005 Family Trust.

(8) On February 7, 2012, the reporting person was granted 37,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. 9,375 restricted stock units became vested on February 7, 2013, an additional 9,375 restricted stock units became vested on February 7, 2014, an additional 9,375 restricted stock units became vested on February 7, 2015, and the remaining balance i/n/o 9,375 restricted stock units became vested on February 7, 2016.

(9)

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On February 8, 2013, the reporting person was granted 75,000 restricted stock units, vesting in four equal annual installment beginning on the first anniversary of the grant date. 18,750 restricted stock units became vested on February 8, 2014, an additional 18,750 restricted stock units became vested on February 8, 2015, an additional 18,750 restricted stock units became vested on February 8, 2016, and the remaining balance i/n/o 18,750 restricted stock units will vest on February 8, 2017.

- (10) On February 8, 2013, the reporting person was granted 2,020 restricted stock units, vesting in three annual installments beginning on the first anniversary of the grant date. 673 restricted stock units became vested on February 8, 2014, an additional 673 restricted stock units became vested on February 8, 2015, and the remaining balance i/n/o 674 restricted stock units became vested on February 8, 2016.

### 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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