

ExlService Holdings, Inc.  
Form 4  
February 05, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2016

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

NEW YORK, NY 10017  
  
(City) (State) (Zip)

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

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 or Price   |  |                                   |
| Common Stock, par value \$0.001 per share | 02/03/2016                           |  | M <sup>(2)</sup>               |   | 49,500 A \$ 11.875  | 296,932  | D <sup>(1)</sup>                  |
| Common Stock, par value \$0.001 per share | 02/03/2016                           |  | S <sup>(3)</sup>               |   | 49,500 D \$ 44.9  | 247,432  | D <sup>(1)</sup>                  |
| Common Stock, par                         |                                      |  |                                |   |   | 40,219   | I See Footnote                    |

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|   |  |  |  |  |         |   |                        |
|---|--|--|--|--|---------|---|------------------------|
| value<br>\$0.001 per<br>share                         |  |  |  |  |         |   | (4)                    |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |  |  |  |  | 333,185 | I | See<br>Footnote<br>(5) |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |  |  |  |  | 177,134 | I | See<br>Footnote<br>(6) |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |  |  |  |  | 84,000  | I | See<br>Footnote<br>(7) |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |  |  |  |  | 84,000  | I | See<br>Footnote<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |                                     |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                    | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(right to           | \$ 11.875  | 02/03/2016                              |   | M <sup>(2)</sup>                     | 49,500   | <sup>(9)</sup>   | 07/26/2016  | Common<br>Stock, par<br>value<br>\$0.001 | 49,500                              |

buy)

per share

## Reporting Owners

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

## Signatures

/s/ Lazbart Oseni,  
Attorney-in-Fact

02/05/2016

\_\_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) Owned by Rohit Kapoor.
- (2) On February 3, 2016 the reporting person exercised previously issued options to purchase an aggregate of 49,500 shares of common stock of ExlService Holdings, Inc.
- (3) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (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) 100,000 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.