## Edgar Filing: ExlService Holdings, Inc. - Form 4

ExlService H Form 4 February 17,	-										
FORM	Л									PPROVAL	
	UNITEDS	STATES		ITIES Al hington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	or.									January 31, 2005	
subject to Section 10 Form 4 or	<b>51A1EM</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES							Estimated burden hou response	average Jrs per	
Form 5 obligations may continue. See Instruction 1(b). 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 R	desponses)										
1. Name and A Kapoor Roh	ddress of Reporting F it	erson <u>*</u>	Symbol	Name <b>and</b>			-	5. Relationship of Issuer	Reporting Per	rson(s) to	
			ExlService Holdings, Inc. [EXLS] 3. Date of Earliest Transaction				20]	(Check all applicable)			
(Mont			(Month/Da	Month/Day/Year) )2/13/2016				_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) CEO & Vice Chairman			
				endment, Date Original nth/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
NEW YORF	K, NY 10017							Form filed by M Person	Nore than One R	eporting	
(City)	(State) (	Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock, par value \$0.001 per share	02/13/2016			М	9,375	A	<u>(1)</u>	285,606	D <u>(2)</u>		
Common Stock, par value \$0.001 per share	02/13/2016			М	1,204	A	<u>(1)</u>	286,810	D (2)		
Common Stock, par								40,219	I	See footnote $(3)$	

value \$0.001 per share									
Common Stock, par value \$0.001 per share					3	33,185	Ι	See footnote $(4)$	
Common Stock, par value \$0.001 per share					1	77,134	I	See footnote (5)	
Common Stock, par value \$0.001 per share					8	4,000	I	See footnote <u>(6)</u>	
Common Stock, par value \$0.001 per share					8	4,000	I	See footnote (7)	
Reminder: Re	port on a senar	ate line for each class	of securities benefic	ielly owned	directly or inc	directly			
Kenninder. Ke			or securities belieffe	Persons informat required	who respon tion containe to respond a currently	nd to the colle ed in this form unless the fo	m are not orm	SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu (Inst

			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/13/2016	М		9,375	(8)	(8)	Common Stock, par value	

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							\$0.001 per share		
Restricted Stock Units	(1)	02/13/2016	М	1,204	<u>(9)</u>	<u>(9)</u>	Common Stock, par value \$0.001 per share	1,204	¢

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kapoor Rohit 280 PARK AVENUE NEW YORK, NY 10017	Х		CEO & Vice Chairman			
Signatures						
/s/Lazbart Oseni						

/s/ Lazbart Oseni, 02/17/2016 Attorney-in-Fact Date

\*\*Signature of Reporting Person

## **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.

On February 13, 2014, 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 13, 2015, an additional 9,375 restricted

(8) stock units became vested on February 13, 2016, an additional 9,375 restricted stock units will vest on February 13, 2017, and the remaining balance i/n/o 9,375 restricted stock units will vest on February 13, 2018.

On February 13, 2013, the reporting person was granted 3,612 restricted stock units, vesting in three annual installments beginning on the (9) first anniversary of the grant date. 1,203 restricted stock units became vested on February 13, 2015, an additional 1,204 restricted stock units became vested on February 13, 2016, and the remaining balance i/n/o 1,205 restricted stock units will vest on February 13, 2017.

## **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.