ExlService Holdings, Inc. Form 4/A February 04, 2015

## FORM 4

Check this box

if no longer

subject to

Section 16.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

1(b).

share

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BAGAI PAVAN |  |   | 2. Issuer Name and Ticker or Trading Symbol ExlService Holdings, Inc. [EXLS] |   |           |       |            | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |   |         |  |  |
|---|--|---|--|---|-----------|-------|------------|--|---|---------|--|--|
| (Last)  | (Last) (First) (Middle)  0 PARK AVENUE |   |  | Earliest Tr<br>Pay/Year)<br>014   | ansaction |       |            | (Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  President & COO  |   |         |  |  |
| NEW YOR   | (Street) K, NY 10017                   |   | 4. If Amendment, Date Original Filed(Month/Day/Year) 02/11/2014              |   |           |       |            | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |   |         |  |  |
| (City)  | (State)                                | (Zip)   | Tabl   | e I - Non-D   | erivative | Secui | ities Acqu | ired, Disposed of,   | , or Beneficiall  | y Owned |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Dat<br>(Month/Day/Year) | e 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |  | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price |           |       |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |         |  |  |
| Common<br>Stock, par<br>value<br>\$0.001 per          | 02/08/2014                             |   |  | F   | 951       | D     | \$ 25.425  | 80,473 (2)   | D   |         |  |  |

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

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SEC 1474

(9-02)

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

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and     | 7. Title           | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|--------------------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate             | Amount             | t of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)           | Underly            | ing    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                 | Securitie          | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |                 | (Instr. 3          | and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |                 |                    |        |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |                 |                    |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |                 |                    |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |                 |                    |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |                 |                    |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |                 |                    |        |             |        |
|             |             |                     |                    |            |            |               |                 | ^                  | mount  |             |        |
|             |             |                     |                    |            |            |               |                 |                    | mount  |             |        |
|             |             |                     |                    |            |            | Date          | Expiration Date | or Title Number of |        |             |        |
|             |             |                     |                    |            |            | Exercisable   |                 |                    |        |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |                 |                    |        |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                 | S                  | hares  |             |        |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**BAGAI PAVAN** 280 PARK AVENUE NEW YORK, NY 10017

President & COO

#### **Signatures**

/s/ Lazbart Oseni, Attorney-in-Fact

02/04/2015

\*\*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).
- The reporting person's restricted stock reported in this report vested on February 8, 2014. Pursuant to the Company's 2006 Omnibus Award Plan, pursuant to which such restricted stock was granted, the average of the high and low sale prices of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for tax reporting and withholding purposes.
- The reporting person's Form 4 filed on February 11, 2014 inadvertently overstated the amount of shares of Common Stock directly held by the reporting person by 98, which amount was also included in the subsequent Forms 4 filed by the reporting person. The "amount of securities beneficially owned following reported transaction" stated in this Form 4/A reflects the subtraction of the 98 shares that were previously overstated as well as the correction of an additional discrepancy corrected in a prior Form 4/A.

#### **Remarks:**

The purpose of this Form 4/A is to amend the reporting person's original Form 4, as more particularly described in footnote 2 a

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.

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