Edgar Filing: ExlService Holdings, Inc. - Form 4

ExlService Ho Form 4	ldings, Inc.									
March 20, 201	5									
FORM	4								PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this I if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pur Section 17(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							January 31, 2005 average urs per . 0.5	
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> Minto Anne Elizabeth			Symbol	er Name an vice Hold		-	5. Relationship of Reporting Person(s) to Issuer			
(Last) 280 PARK A	(Last) (First) (Middle) 3			of Earliest T Day/Year) 2015	ransaction		(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Other (specify below)			
(Street) NEW YORK, NY 10017			4. If Amendment, Date Original Filed(Month/Day/Year)				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)	Tab	la I Non	Dorivotivo	Socurities A	cquired, Disposed	of or Ronoficia	lly Owned	
1.Title of 2.	Transaction Date /onth/Day/Year)		ed Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp ays a curre	or indirectly. Spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. :

	Derivative Security				Acqui (A) or Dispos of (D) (Instr. and 5)	sed 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/18/2015	А		768		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.001 per share	768

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Minto Anne Elizabeth 280 PARK AVENUE NEW YORK, NY 10017	Х								
Signatures									
/s/ Lazbart Oseni, Attorney-in-Fact		03/20/2015							
**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock upon settlement.

The restricted stock units vest upon the earlier of (i) the first anniversary of the date of grant, (ii) the end of the reporting person's term on the Board of Directors of ExlService Holdings, Inc. (the "Board") if such person is not subsequently elected to a new term on the Board,

(2) and (iii) the occurrence of a "Change in Control", as defined in the ExlService Holdings, Inc. 2006 Omnibus Award Plan (the "2006 Plan"), and such awards settle upon the earlier of (i) the reporting person's death, (ii) the occurrence of a "Change of Control", as defined in the 2006 Plan and (iii) 180 days following the end of the reporting person's term on the Board.

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.

\$ (