

ExlService Holdings, Inc.
Form 4
August 07, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAWHNEY MOHANBIR S

(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)
08/03/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	08/03/2015		M ⁽¹⁾	1,715 A \$ 18.24	1,715	D	
Common Stock, par value \$0.001 per share	08/03/2015		M ⁽²⁾	1,452 A \$ 21.495	3,167	D	
Common Stock, par	08/03/2015		M ⁽³⁾	4,438 A \$ 22.27	7,605	D	

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

08/03/2015

M⁽⁴⁾

1,865 A

\$
26.755

9,470

D

Common
Stock, par
value
\$0.001 per
share

08/03/2015

S

9,470 D

\$ 38.01
⁽⁵⁾

0

D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 18.24	08/03/2015		M ⁽¹⁾		1,715		12/31/2010	01/04/2020	Common Stock, par value \$0.001 per share	1,715
Employee Stock Options (right to buy)	\$ 21.495	08/03/2015		M ⁽²⁾		1,452		12/31/2011	01/03/2021	Common Stock, par value \$0.001 per share	1,452
Employee Stock Options	\$ 22.27	08/03/2015		M ⁽³⁾		4,438		12/29/2012	01/03/2022	Common Stock, par value	4,438

(right to buy)									\$0.001 per share
Employee Stock Options (right to buy)	\$ 26.755	08/03/2015		M ⁽⁴⁾	1,865	12/29/2013	01/02/2023		Common Stock, par value \$0.001 per share
									1,865

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAWHNEY MOHANBIR S 280 PARK AVENUE NEW YORK, NY 10017		X		

Signatures

/s/ Lazbart Oseni, Attorney-in-Fact	08/07/2015
<u> </u> 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) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,715 shares of common stock of ExlService Holdings, Inc.
- (2) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,452 shares of common stock of ExlService Holdings, Inc.
- (3) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 4,438 shares of common stock of ExlService Holdings, Inc.
- (4) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,865 shares of common stock of ExlService Holdings, Inc.
- (5) This transaction was executed in multiple trades at prices ranging from \$38.00 to \$38.07 per share. The price reported above reflects the weighted average purchase price on the date indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected

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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