ExlService Holdings, Inc.

Form 4

February 10, 2017

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

ExlService Holdings, Inc. [EXLS]

nstruction 30(II) of the Investment Compa

Symbol

1(b).

(Print or Type Responses)

Kapoor Rohit

1. Name and Address of Reporting Person \*

					_			(Che	ck all applicable	e)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
280 PARK AVENUE			(Month/Day/Year) 02/08/2017					_X_ Director 10% Owner X Officer (give title Other (specify below) CEO & Vice Chairman			
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10017								Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)  Common Stock, par value \$0.001 per	2. Transaction Da (Month/Day/Year 02/08/2017	e) Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securition(A) or Disortion(D) (Instr. 3, 4)  Amount	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)	
Share  Common Stock, par value \$0.001 per share								40,219	I	See Footnote (3)	
Common Stock, par								333,185	I	See Footnote	

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value \$0.001 per share			<u>(4)</u>
Common Stock, par value \$0.001 per share	177,134	I	See Footnote (5)
Common Stock, par value \$0.001 per share	84,000	I	See Footnote (6)
Common Stock, par value \$0.001 per share	84,000	I	See Footnote (7)

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

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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. Transact Code (Instr. 8)	tion)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/08/2017		M			18,750	(8)	(8)	Common Stock, par value \$0.001 per share	18,750

## **Reporting Owners**

Relationships

Reporting Owner Name / Address

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Director 10% Owner Officer Other

Kapoor Rohit 280 PARK AVENUE NEW YORK, NY 10017

CEO & Vice Chairman

### **Signatures**

Mr. Oseni is the Company's Head of Administration and Accounts.

02/10/2017

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

- \*\* 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 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.
- (4) Owned by the Rohit Kapoor 2012 Family Trust.
- (5) Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2005 GRAT.
- (6) Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
- (7) Owned by the Shikha Kapoor 2005 Family Trust.

On February 8, 2013, the reporting person was granted 75,000 restricted stock units, vesting in four equal annual installment beginning on the first anniversary of the grant date. 18,750 restricted stock units became vested on February 8, 2014, an additional 18,750 restricted stock units became vested on February 8, 2016, and the remaining balance of 18,750 restricted stock units became vested on February 8, 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.

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