ExlService Holdings, Inc.

Form 4 July 03, 2014

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per 0.5

Form 4 or Form 5

obligations

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

**SECURITIES** 

response...

Expires:

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

value

\$0.001 per share

Common

Stock, par

07/02/2014

07/03/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Kapoor Rohit			2. Issuer Name <b>and</b> Ticker or Trading Symbol ExlService Holdings, Inc. [EXLS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
280 PARK AVENUE			07/01/2014	_X_ Officer (give title Other (specify below)		
				CEO & Vice Chairman		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group F			
			Filed(Month/Day/Year)	Applicable Line)		
NEW YORK, NY 10017				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common \$ Stock, par 07/01/2014 $S^{(1)}$ 6,374 D 30.3312 568,711 $D^{(3)}$ value (2) \$0.001 per share Common Stock, par

2,752

1,100

D

D

\$ 30.45

30.4536

\$

565,959

564,859

 $S^{(1)}$ 

 $S^{(1)}$ 

 $D^{(3)}$ 

 $D^{(3)}$ 

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value \$0.001 per share	<u>(4)</u>			
Common Stock, par value \$0.001 per share		333,185	I	See footnote (5)
Common Stock, par value \$0.001 per share		177,134	I	See footnote (6)
Common Stock, par value \$0.001 per share		84,000	I	See footnote (7)
Common Stock, par value \$0.001 per share		84,000	I	See footnote (8)
Common Stock, par value \$0.001 per share		250,000	I	See footnote (9)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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.	6. Date Exercisable and	7. Title and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	]
	Derivative				Securities		(Instr. 3 and 4)		(
	Security				Acquired				]
					(A) or				]
					Disposed				-
					of (D)				(
					(Instr. 3,				
					4, and 5)				

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr Date Expiration Or Number Of Shares

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kapoor Rohit

280 PARK AVENUE X CEO & Vice Chairman

NEW YORK, NY 10017

# **Signatures**

/s/ Lazbart Oseni, Attorney-in-Fact 07/03/2014

\*\*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) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- This transaction was executed in multiple trades at prices ranging from \$29.45 to \$30.47 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.
- (3) Owned by Rohit Kapoor.
- This transaction was executed in multiple trades at prices ranging from \$30.45 to \$30.46 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.
- (5) Owned by Rohit Kapoor 2012 Family Trust.
- (6) Owned by Rohit Kapoor 2005 Grantor Retained Annuity Trust.
- (7) Owned by Rohit Kapoor Spousal Lifetime Access Trust.
- (8) Owned by Shikha Kapoor 2005 Family Trust.
- (9) Owned by Rohit Kapoor 2013 Grantor Retained Annuity Trust.

#### **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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