

Kapoor Rohit
Form 4
October 13, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kapoor Rohit

2. Issuer Name and Ticker or Trading Symbol
ExlService Holdings, Inc. [EXLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Vice Chairman

NEW YORK, NY 10017

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 10/11/2017 | | M ⁽¹⁾ | 28,213 A | \$ 19.76 | 200,899 | D ⁽²⁾ |
| Common Stock, par value \$0.001 per share | 10/11/2017 | | S ⁽³⁾ | 28,213 D | \$ 59.91 ⁽⁴⁾ | 172,686 | D ⁽²⁾ |
| Common Stock, par | | | | | | 40,219 | I See Footnote |

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| | | | | | | | |
|---|--|--|--|---------|---|--|------------------------|
| value \$0.001 per share | | | | | | | (5) |
| Common Stock, par value \$0.001 per share | | | | 333,185 | I | | See Footnote (6) |
| Common Stock, par value \$0.001 per share | | | | 177,134 | 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 | | | | 84,000 | I | | See Footnote (9) |

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 | \$ 19.76 | 10/11/2017 | | M ⁽¹⁾ | 28,213 | ⁽¹⁰⁾ 02/03/2021 | Common Stock, par value \$0.001 28,213 |

buy)

per share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kapoor Rohit 280 PARK AVENUE NEW YORK, NY 10017 | X | | CEO & Vice Chairman | |

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact

10/13/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** 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 October 11, 2017 the reporting person exercised previously issued options to purchase an aggregate of 28,213 shares of common stock of ExlService Holdings, Inc.
- (2) Owned by Rohit Kapoor.
- (3) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (4) This transaction was executed in multiple trades at prices ranging from \$59.60 to \$60.19 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 the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.
- (6) Owned by the Rohit Kapoor 2016 Family Trust.
- (7) Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2005 GRAT.
- (8) Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
- (9) Owned by the Shikha Kapoor 2005 Family Trust.
- (10) On February 3, 2011, the reporting person was granted 97,500 stock options. 25 percent of these options became vested and exercisable on February 3, 2012, an additional 25 percent became vested and exercisable on February 3, 2013, an additional 25 percent became vested and exercisable on February 3, 2014, and the balance of 25 percent became vested and exercisable on February 3, 2015.

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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