

Kapoor Rohit
Form 4
November 01, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
10/30/2017

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

NEW YORK, NY 10017

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

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	10/30/2017		M ⁽¹⁾		931	A	\$ 24.77	173,617	D ⁽²⁾	
Common Stock, par value \$0.001 per share	10/30/2017		S ⁽³⁾		931	D	\$ 62.5	172,686	D ⁽²⁾	
Common Stock, par								40,219	I	See Footnote

value \$0.001 per share							(4)
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)

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)	8. Amount or Number of Shares
Employee Stock	\$ 24.77	10/30/2017		M ⁽¹⁾	931	⁽⁹⁾ 02/07/2022	Common Stock, par	931

Options
(right to
buy)

value
\$0.001
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

11/01/2017

__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 30, 2017 the reporting person exercised previously issued options to purchase an aggregate of 931 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) Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.
 - (5) Owned by the Rohit Kapoor 2016 Family Trust.
 - (6) Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2005 GRAT.
 - (7) Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
 - (8) Owned by the Shikha Kapoor 2005 Family Trust.

- On February 7, 2012, the reporting person was granted 97,500 stock options. 25 percent of these options became vested and exercisable
- (9) on February 7, 2013, an additional 25 percent became vested and exercisable on February 7, 2014, an additional 25 percent became vested and exercisable on February 7, 2015, and the balance of 25 percent became vested and exercisable on February 7, 2016.

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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