

ExlService Holdings, Inc.  
 Form 4  
 February 09, 2016

**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 \*  
 Chhibbar Vishal

(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)  
 02/07/2016

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)  
 EVP & CFO

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	02/07/2016		M		1,700	A	11
Common Stock, par value \$0.001 per share	02/07/2016		F		589	D	\$ 44.49 (2)
Common Stock, par	02/08/2016		M		3,600	A	11,534

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value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

02/08/2016	F	1,246	D	\$ 44.49 <u>(3)</u>	10,288	D
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Common  
Stock, par  
value  
\$0.001 per  
share

02/08/2016	M	297	A	<u>(1)</u>	10,585	D
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Common  
Stock, par  
value  
\$0.001 per  
share

02/08/2016	F	103	D	\$ 44.49 <u>(3)</u>	10,482	D
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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/07/2016		M	1,700	<u>(4)</u> <u>(4)</u>	Common Stock, par value \$0.001 per share	1,700
Restricted Stock Units	<u>(1)</u>	02/08/2016		M	3,600	<u>(5)</u> <u>(5)</u>	Common Stock, par value	3,600

Restricted Stock Units	(1)	02/08/2016	M	297	(6)	(6)	\$0.001 per share  Common Stock, par value \$0.001 per share	297	\$
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chhibbar Vishal 280 PARK AVENUE NEW YORK, NY 10017			EVP & CFO	

## Signatures

/s/ Lazbart Oseni,  
Attorney-in-Fact

02/09/2016

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) Restricted stock units of ExlService Holdings, Inc. (the "Company") convert into common stock, par value \$0.001 per share (the "Common Stock") on a one-for-one basis.

The reporting person's restricted stock units reported in this report vested on February 7, 2016. Pursuant to the Company's 2006 Omnibus

(2) Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.

The reporting person's restricted stock units reported in this report vested on February 8, 2016. Pursuant to the Company's 2006 Omnibus

(3) Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.

(4) On February 7, 2012, the reporting person was granted 4,250 restricted stock units, 10 percent of the restricted stock units became vested on February 7, 2013; an additional 20 percent of the restricted stock units became vested on February 7, 2014; an additional 30 percent of the restricted stock units became vested on February 7, 2015; and the remaining balance i/n/o 1,700 shares of the restricted stock units became vested on February 7, 2016.

(5) On February 8, 2013, the reporting person was granted 12,000 restricted stock units, 10 percent of the restricted stock units became vested on February 8, 2014; an additional 20 percent of the restricted stock units became vested on February 8, 2015; an additional 30 percent of the restricted stock units became vested on February 8, 2016; and the remaining balance i/n/o 4,800 restricted stock units will vest on February 8, 2017.

(6) On February 8, 2013, the reporting person was granted 890 restricted stock units, vesting in three annual installments beginning on the first anniversary of the grant date. 296 restricted stock units became vested on February 8, 2014, an additional 297 restricted stock units became vested on February 8, 2015, and the remaining balance i/n/o 297 restricted stock units became vested on February 8, 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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