

ExlService Holdings, Inc.
Form 4
August 07, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SAWHNEY MOHANBIR S

(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)
08/03/2015

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)

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 | | |
| Common Stock, par value \$0.001 per share | 08/03/2015 | | M ⁽¹⁾ | | 1,715 A \$ 18.24 | 1,715 | D |
| Common Stock, par value \$0.001 per share | 08/03/2015 | | M ⁽²⁾ | | 1,452 A \$ 21.495 | 3,167 | D |
| Common Stock, par | 08/03/2015 | | M ⁽³⁾ | | 4,438 A \$ 22.27 | 7,605 | D |

Edgar Filing: ExlService Holdings, Inc. - Form 4

value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

08/03/2015

M⁽⁴⁾

1,865

A

\$
26.755

9,470

D

Common
Stock, par
value
\$0.001 per
share

08/03/2015

S

9,470

D

\$ 38.01
(5)

0

D

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 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 buy) | \$ 18.24 | 08/03/2015 | | M ⁽¹⁾ | 1,715 | 12/31/2010 01/04/2020 | Common Stock, par value \$0.001 per share 1,715 |
| Employee Stock Options (right to buy) | \$ 21.495 | 08/03/2015 | | M ⁽²⁾ | 1,452 | 12/31/2011 01/03/2021 | Common Stock, par value \$0.001 per share 1,452 |
| Employee Stock Options | \$ 22.27 | 08/03/2015 | | M ⁽³⁾ | 4,438 | 12/29/2012 01/03/2022 | Common Stock, par value 4,438 |

| | | | | | | | | | |
|------------------------|-----------|------------|--|------------------|-------|------------|------------|--|---|
| (right to buy) | | | | | | | | | \$0.001 per share |
| Employee Stock Options | \$ 26.755 | 08/03/2015 | | M ⁽⁴⁾ | 1,865 | 12/29/2013 | 01/02/2023 | | Common Stock, par value \$0.001 per share |
| (right to buy) | | | | | | | | | 1,865 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAWHNEY MOHANBIR S 280 PARK AVENUE NEW YORK, NY 10017 | | X | | |

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact

08/07/2015

__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 August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,715 shares of common stock of ExlService Holdings, Inc.
 - (2) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,452 shares of common stock of ExlService Holdings, Inc.
 - (3) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 4,438 shares of common stock of ExlService Holdings, Inc.
 - (4) On August 3, 2015 the reporting person exercised previously issued options to purchase an aggregate of 1,865 shares of common stock of ExlService Holdings, Inc.
- This transaction was executed in multiple trades at prices ranging from \$38.00 to \$38.07 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

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.