

ExlService Holdings, Inc.
 Form 4
 February 09, 2016

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

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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 *
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)	
				(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/07/2016		M	1,700	A	11	8,523	D
Common Stock, par value \$0.001 per share	02/07/2016		F	589	D	\$ 44.49 (2)	7,934	D
Common Stock, par value \$0.001 per share	02/08/2016		M	3,600	A	11	11,534	D

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value
\$0.001 per
share

Common Stock, par value	02/08/2016	F	1,246	D	\$ 44.49 (3)	10,288	D
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Common Stock, par value	02/08/2016	M	297	A	(1)	10,585	D
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Common Stock, par value	02/08/2016	F	103	D	\$ 44.49 (3)	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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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)	8. Pr Deriv Secur (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/07/2016		M	1,700	(4) (4)	Common Stock, par value \$0.001 per share	1,700
Restricted Stock Units	(1)	02/08/2016		M	3,600	(5) (5)	Common Stock, par value	3,600

Restricted								\$0.001	
Stock	<u>(1)</u>	02/08/2016	M	297	<u>(6)</u>	<u>(6)</u>		per share	
Units								Common	
								Stock, par	297
								value	\$
								\$0.001	
								per share	

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 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.
- (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 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.
- (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.
- 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.
- (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.
- 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.
- (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.
- 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.
- (6) 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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