

ExlService Holdings, Inc.
Form 4
April 14, 2016

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 *
BAGAI PAVAN

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)
04/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 | 04/12/2016 | | M ⁽¹⁾ | 27,184 A | \$ 24.77 129,454 | D | |
| Common Stock, par value \$0.001 per share | 04/12/2016 | | S ⁽²⁾ | 27,184 D | \$ 51.193 102,270 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- On February 7, 2012, the reporting person was granted 32,500 stock options. 10 percent of these options became vested and exercisable
- (4) on 2/7/2013, an additional 20 percent became vested and exercisable on 2/7/2014, an additional 30 percent became vested and exercisable on 2/7/2015, and the balance of 40 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.

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.