

ExlService Holdings, Inc.  
Form 4  
August 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shashank Amit

(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)  
08/05/2013

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 & Gen. Counsel/Corp. Sec'y

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)
			Code	V Amount (D)	Price		
Common Stock, par value \$0.001 per share	08/05/2013		M <sup>(1)</sup>	30,000 A	\$ 8.75	42,984	D
Common Stock, par value \$0.001 per share	08/05/2013		S <sup>(1)</sup>	30,000 D	\$ 28.32 <sup>(2)</sup>	12,984	D
Common Stock, par value \$0.001 per share	08/06/2013		M <sup>(4)</sup>	5,500 A	\$ 8.75	18,484	D

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value  
\$0.001 per  
share

Common Stock, par value	08/06/2013	<u>S</u> <sup>(4)</sup>	5,500	D	\$ 28.4213 <u>(5)</u>	12,984	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>M</u> <sup>(4)</sup>	8,000	A	\$ 13.5	20,984	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>S</u> <sup>(4)</sup>	8,000	D	\$ 28.4213 <u>(5)</u>	12,984	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>M</u> <sup>(4)</sup>	2,730	A	\$ 19.76	15,714	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>S</u> <sup>(4)</sup>	2,730	D	\$ 28.4213 <u>(5)</u>	12,984	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>M</u> <sup>(4)</sup>	910	A	\$ 24.77	13,894	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>S</u> <sup>(4)</sup>	910	D	\$ 28.4213 <u>(5)</u>	12,984	D
\$0.001 per share							

Common Stock, par value	08/06/2013	<u>S</u> <sup>(4)</sup>	2,860	D	\$ 28.4213 <u>(5)</u>	10,124	D
\$0.001 per share							

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

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SEC 1474  
(9-02)

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**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)	\$ 8.75	08/05/2013		M <sup>(1)</sup>	30,000	<sup>(3)</sup>	02/10/2019	Common Stock, par value \$0.001 per share	30,000
Employee Stock Options (right to buy)	\$ 8.75	08/06/2013		M <sup>(4)</sup>	5,500	<sup>(3)</sup>	02/10/2019	Common Stock, par value \$0.001 per share	5,500
Employee Stock Options (right to buy)	\$ 13.5	08/06/2013		M <sup>(4)</sup>	8,000	10/19/2010	10/18/2016	Common Stock, par value \$0.001 per share	8,000
Employee Stock Options (right to buy)	\$ 19.76	08/06/2013		M <sup>(4)</sup>	2,730	<sup>(6)</sup>	02/03/2021	Common Stock, par value \$0.001 per share	2,730
Employee Stock Options (right to buy)	\$ 24.77	08/06/2013		M <sup>(4)</sup>	910	02/07/2013	02/07/2022	Common Stock, par value \$0.001 per share	910

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shashank Amit  
280 PARK AVENUE  
NEW YORK, NY 10017

EVP & Gen. Counsel/Corp. Sec'y

## Signatures

/s/ Lazbart Oseni,  
Attorney-in-Fact

08/07/2013

\_\_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 5, 2013 the reporting person exercised previously issued options to purchase an aggregate of 30,000 shares of common stock of ExlService Holdings, Inc.  

This transaction was executed in multiple trades at prices ranging from \$28.20 to \$28.32 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.
- (3) These options, representing a right to purchase a total of 35,500 shares, became exercisable as follows: (i) 4,000 options became exercisable on February 10, 2011; (ii) 13,500 options became exercisable on February 10, 2012; and (iii) 18,000 options became exercisable on February 10, 2013.
- (4) On August 6, 2013 the reporting person exercised previously issued options to purchase an aggregate of 17,140 shares of common stock of ExlService Holdings, Inc.  

This transaction was executed in multiple trades at prices ranging from \$28.40 to \$28.50 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.
- (6) These options, representing a right to purchase a total of 2,730 shares, became exercisable as follows: (i) 910 options became exercisable on February 3, 2012; and (ii) 1,820 options became exercisable on February 3, 2013.

### 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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