

Kapoor Rohit  
Form 4  
February 26, 2019

**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 \*  
Kapoor Rohit

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)  
02/22/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & Vice Chairman

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.001 per share | 02/22/2019                           |  | A                              |   | 7,501   | A  | Ⓛ 240,945                         |
| Common Stock, par value \$0.001 per share | 02/23/2019                           |  | A                              |   | 7,972   | A  | Ⓛ 248,917                         |
| Common Stock, par value \$0.001 per share | 02/24/2019                           |  | A                              |   | 9,375   | A  | Ⓛ 258,292                         |

|   |         |   |  |                        |  |
|---|---------|---|--|------------------------|--|
| value<br>\$0.001 per<br>share                         |         |   |  |                        |  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 40,219  | I |  | See<br>Footnote<br>(2) |  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 333,185 | I |  | See<br>Footnote<br>(3) |  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 177,134 | I |  | See<br>Footnote<br>(4) |  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 84,000  | I |  | See<br>Footnote<br>(5) |  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 84,000  | I |  | See<br>Footnote<br>(6) |  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |              |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|--------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                            | Amount<br>or |



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(8) On February 23, 2017, the reporting person was granted 31,889 restricted stock units, 25 percent of the restricted stock units became vested on February 23, 2018, an additional 25 percent of the restricted stock units will become vested on February 23, 2019, an additional 25 percent of the restricted stock units will vest on February 23, 2020, and the remaining balance of 7,973 shares of the restricted stock units will vest on February 23, 2021.

(9) On February 24, 2016, the reporting person was granted 37,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 24, 2017, an additional 25 percent of the restricted stock units became vested on February 24, 2018, an additional 25 percent of the restricted stock units became vested on February 24, 2019, and the remaining balance of 25 percent of the restricted stock units will vest on February 24, 2020.

### **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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