

PANDIT VIKRAM S
Form 4
October 09, 2018

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 *
PANDIT VIKRAM S

(Last) (First) (Middle)

C/O THE OROGEN GROUP
LLC, ONE ROCKEFELLER
PLAZA, SUITE 2416

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction
(Month/Day/Year)

10/04/2018

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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr. 3)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/04/2018	A		1,199		(2)	(2)	Common Stock, par value \$0.001 per share	1,199

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANDIT VIKRAM S C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA, SUITE 2416 NEW YORK, NY 10020	X			
Orogen Echo LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA, SUITE 2416 NEW YORK, NY 10020	X			
Orogen Group LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA, SUITE 2416 NEW YORK, NY 10020	X			
Orogen Holdings LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA, SUITE 2416 NEW YORK, NY 10020	X			
Atairos-Orogen Holdings, LLC 40 MORRIS ROAD BRYN MAWR, PA 19010	X			
Atairos Group, Inc. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			
Atairos Partners, L.P. C/O ATAIVOS MANAGEMENT, L.P.	X			

40 MORRIS ROAD
BRYN MAWR, PA 19010

Atairos Partners GP, Inc.
C/O ATAIVOS MANAGEMENT, L.P. X
40 MORRIS ROAD
BRYN MAWR, PA 19010

Angelakis Michael J
C/O ATAIVOS MANAGEMENT, L.P. X
40 MORRIS ROAD
BRYN MAWR, PA 19010

Signatures

By: Orogen Echo LLC, by the Orogen Group LLC, its sole member, by Vikram S. Pandit, Chairman and Chief Executive Officer, /s/ Vikram S. Pandit 10/04/2018

__Signature of Reporting Person Date

By: The Orogen Group LLC, by Vikram S. Pandit, Chairman and Chief Executive Officer, /s/ Vikram S. Pandit 10/04/2018

__Signature of Reporting Person Date

By: Orogen Holdings LLC, by Vikram S. Pandit, Manager, /s/ Vikram S. Pandit 10/04/2018

__Signature of Reporting Person Date

By: Atairos-Orogen Holdings, LLC, by David L. Caplan, Vice President, /s/ Vikram S. Pandit 10/04/2018

__Signature of Reporting Person Date

By: Atairos Group, Inc., by David L. Caplan, Vice President and General Counsel, /s/ David L. Caplan 10/04/2018

__Signature of Reporting Person Date

By: Atairos Partners, L.P., by Atairos Partners GP, Inc., its general partner, by David L. Caplan, Vice President, /s/ David L. Caplan 10/04/2018

__Signature of Reporting Person Date

By: Atairos Partners GP, Inc., by David L. Caplan, Vice President, /s/ David L. Caplan 10/04/2018

__Signature of Reporting Person Date

By: Michael J. Angelakis, /s/ David L. Caplan 10/04/2018

__Signature of Reporting Person Date

/s/ Michael J. Angelakis 10/04/2018

__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) Each restricted stock unit represents a contingent right to receive one share of the common stock ("Common Stock") of ExlService Holdings, Inc. (the "Issuer") upon settlement.
- (2) The restricted stock units vest upon the earlier of (i) the first anniversary of the date of grant, (ii) the date on which the reporting person's term as a member of the Board of Directors of the Issuer (the "Board") expires if the reporting person is not subsequently elected to a new term on the Board, and (iii) the occurrence of a "Change in Control", as defined in the ExlService Holdings, Inc.

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2018 Omnibus Incentive Plan (the "Plan"), and such awards settle upon the earlier of (i) the reporting person's death, (ii) the occurrence of a "Change of Control", as defined in the Plan and (iii) the date that is 180 days following the date on which the reporting person ceases to serve as a member of the Board for any reason other than due to such reporting person's death or, if later, the date of the reporting person's separation from service.

- (3) Mr. Pandit serves on the Board and is the Chairman and Chief Executive Officer of Orogen Echo LLC ("OE"). Orogen Holdings LLC and Atairos-Orogen Holdings, LLC are the sole members with joint investment control of The Orogen Group LLC ("Orogen"), which is the sole member of OE. Mr. Pandit has majority voting control of Orogen Holdings LLC. Atairos Group, Inc. ("Atairos") is the sole voting shareholder of Atairos-Orogen Holdings, LLC. Michael Angelakis is the Chairman and Chief Executive Officer of Atairos and controls a majority of the voting power of Atairos Partners GP, Inc., which is the general partner of Atairos Partners L.P., the sole voting shareholder of Atairos.

- (4) Each of the reporting persons, other than Mr. Pandit, is acting as a director by deputization of the Issuer with respect to Mr. Pandit's membership on the Board. Each of the reporting persons may be deemed to have direct or indirect beneficial ownership of the reported securities, as applicable, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein.

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.